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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WEIGHT REDUXING CONTROL, INC.

AUDIT NUMBER.....H96000014002

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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EMPIRE CORPORATE KIT

P.01/06



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WEIGHT REDUXING CONTROL, INC.
REF: W96000021084

We have received your document for **WEIGHT REDUXING CONTROL, INC.** .
However, the enclosed document has not been filed and is being returned to
you for the following reason(s):

Section 15.16(3), Florida Statutes, requires each document to contain in
the lower left-hand corner of the first page the name, address, and
telephone number of the preparer of the original and, if prepared by an
attorney licensed in this state, the preparer's Florida Bar membership
number.

**THE PREPARER'S STATEMENT MUST BE IN THE LOWER LEFT HAND CORNER OF FIRST
PAGE OF ARTICLES.**

Please return your document, along with a copy of this letter, within 60
days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please
call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014002
Letter Number: 596A00045572

**ARTICLES OF INCORPORATION
OF
WEIGHT REDUXING CONTROL, INC.**

ARTICLE I - NAME

The name of this Corporation is WEIGHT REDUXING CONTROL, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) per value common stock which shall be designated as "Common Shares."

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

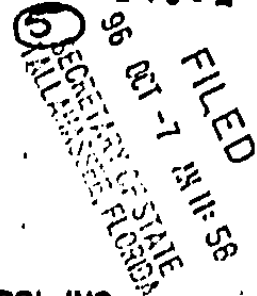
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is:

Prepared by: Howard Packer, Esquire
2000 S. Dixie Highway
Suite 113
Miami, Florida 33133
(305) 385-8822
FBN. 444741

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2000 S. Dble Highway
Suite 113
Miami, Florida 33133

and the initial registered agent of this Corporation at such office is: Howard Packer,
Esquire.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than one (1) Director nor more than five (5). The name and address of the initial Board of Directors of the corporation:

President - Oscar Murphy
Vice President - Oscar Murphy
Secretary - Oscar Murphy

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator signing these articles is:

Oscar Murphy
330 S.W. 27 Avenue
Suite 700
Miami, Florida 33135

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on October 4, 1996.

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Oscar Murphy
Incorporator

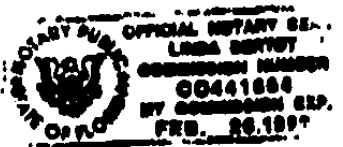
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Oscar Murphy, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 4th day of October, 1998.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Weight Reducing Control, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 330 S.W. 27th Avenue, Miami, Florida 33135, has named

Howard Packer, Esquire
2000 S. Dade Highway
Suite 113
Miami, Florida 33133

as its agent to accept service of process within Florida.

Dated: October 4, 1996.

FILED
96 OCT -7 11:11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Oscar Murphy
Director

Having been named to accept service of process for Weight Reducing Control, Inc., at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



HOWARD PACKER-ESQUIRE
Registered Agent

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