

10/28/96  
9:24 AM

FLORIDA DIVISION OF CORPORATIONS

BI-CENTENNIAL SYSTEM  
ELECTRONIC COVER SHEET

((H96000015105 5))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: INCORPORATORS PLUS, INC.  
105114002375  
CONTACT: MICHAEL HELLER  
PHONE: (954) 475-8484  
(954) 475-1125

ACCT#:

FAX #:

NAME: ENERGY WEIGHT LOSS CENTERS, INC.  
AUDIT NUMBER.....H96000015105  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

96 OCT 28 PM 1:07

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10/28/96

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ARTICLES OF INCORPORATION  
OF

**Energy Weight Loss Centers, Inc.,**  
a Florida corporation

EFFECTIVE DATE  
10/28/96

The undersigned, acting as incorporator of Energy Weight Loss Centers, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**Energy Weight Loss Centers, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

2718 N.E. 5th Street  
Pompano Beach, Florida 33062

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective October 25th, 1996.

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1101 Brickell Avenue, Suite 800 Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Richard Kwal.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 2 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 2. The name(s) of the initial director(s):

Name

Linda Emery  
Scott Wurm

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25th day of October, 1996

Incorporators Plus, Inc.:

By: Kristine Palumbo  
Kristine Palumbo  
Office Manager

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Energy Weight Loss Centers, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1101 Brickell Avenue, Suite 800 Miami, Florida 33131, has named Richard Kwal, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Richard Kwal

1101 Brickell Avenue, Suite 800 Miami, Florida 33131



Michael S. Heller, Attorney-in-Fact

Date: October, 25th 1996

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

H96000015105

Linda Emery  
President  
Energy Weight Loss Centers, Inc.  
2781 NE 5<sup>th</sup> Street  
Pompano Beach, FL 33062  
September 26, 1997

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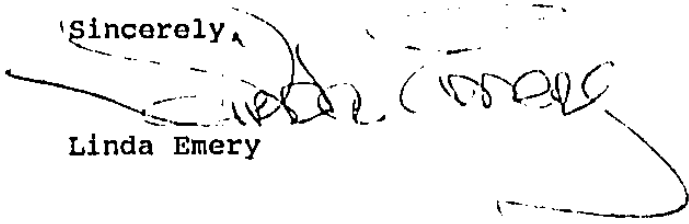
Division of Corporations  
P.O. Box 62  
Tallahassee, FL 32314

800002808028--8  
-09/30/97--01079--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To whom it may concern:

Enclosed is the form for dissolving Energy Weight Loss Centers, Inc.. If you have any questions, correspondence can be addressed to the above address or you can call (954)942-4251. Thank you.

Sincerely,

  
Linda Emery

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DIVISION OF CORPORATIONS  
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## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Energy Weight Loss Centers, Inc.

SECOND: The date dissolution was authorized: September 29, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 26 day of September, 19 97

Signature

Linda Emery  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Linda Emery  
(Typed or printed name)

President  
(Title)

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