

11/25/96 MON 09:35 FAX 813 253-2020

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11/25/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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9:26 AM

((H96000016606 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: BARNETT, BOLT, KIRKWOOD & LONG
CONTACT: NORMA P DEGUENTHER
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

NAME: BRANDON WEIGHT LOSS, INC.

AUDIT NUMBER.....H96000016606

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BRANDON WEIGHT LOSS, INC.

96 NOV 25 PM 2:00

SECRETARY STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organize a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is:

Brandon Weight Loss, Inc.

ARTICLE 2

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE 3

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

731 South Parsons Avenue

Brandon, Florida 33511

Leslie J. Barnett, Esq.
Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606
(813) 253-2020
Fl. Bar #133310

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ARTICLE 4

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

ARTICLE 5

Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE 6

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 731 South Parsons Avenue, Brandon, Florida 33511, and the name of the initial registered agent of this corporation at that address is: Jerry N. Stein, M.D.

ARTICLE 7

Incorporators

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Jerry N. Stein, M.D.	731 South Parsons Avenue Brandon, Florida 33511
Keith Whitehead, M.D.	731 South Parsons Avenue Brandon, Florida 33511

H96-16606

ARTICLE 8

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jerry N. Stein, M.D.	731 South Parsons Avenue Brandon, Florida 33511
Keith Whitehead, M.D.	731 South Parsons Avenue Brandon, Florida 33511

ARTICLE 9

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

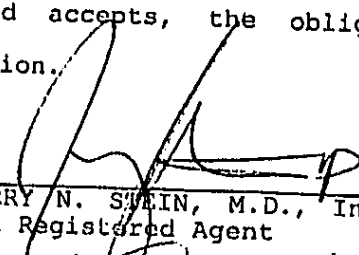
ARTICLE 10

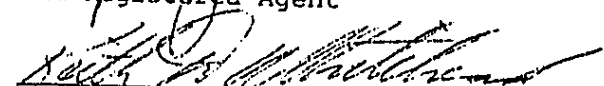
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H96-16606

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20 day of November, 1996, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of registered agent of this corporation.


JERRY N. STEIN, M.D., Incorporator
and Registered Agent


KEITH WHITEHEAD, M.D., Incorporator

FILED
96 NOV 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14/WIP96/BHL-AOI

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WOMENS CARE
OF BRANDON

August 15, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

RE: Reference Number: P96000095951
Brandon Weight Loss, Inc.
Letter Number: 697A00039357

Attention: Thelma Lewis
Corporate Specialist Supervisor

Dear Ms. Lewis:

Enclosed is a check in the amount of \$43.75, \$35 for the filing fee for dissolution of a corporation and \$8.75 for a certificate of status.

I have completed the form for Articles of Dissolution pursuant to section 607.1403, Florida Statutes which you have provided and Dr. Stein has signed as the registered Agent for the corporation.

Please let me know if anything further is needed.

Thank you for your assistance in this matter.

Very truly yours,

Fran Gardiner
Fran Gardiner
Business Manager

enc.

Doc
8/27

FILED
37 AUG 21 /AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GYNECOLOGY • OBSTETRICS • FERTILITY

Vol. Dr. SS

ARTICLES OF DISSOLUTION

FILED
97 AUG 21 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

SECOND: The date dissolution was authorized: April 1, 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 14th day of August, 19 97

Signature _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Jerry N. Stein, M.D.
(Typed or printed name)

Incorporator and Registered Agent - President
(Title)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

JERRY N. STEIN, M.D.
WOMENS CARE OF BRANDON
731 PARSONS AVENUE SOUTH
BRANDON, FL 33511

SUBJECT: BRANDON WEIGHT LOSS, INC.
Ref. Number: F96000095951

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

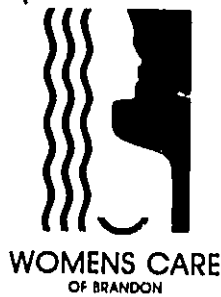
Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 697A00039357



July 21, 1997

Annual Reports Filings
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

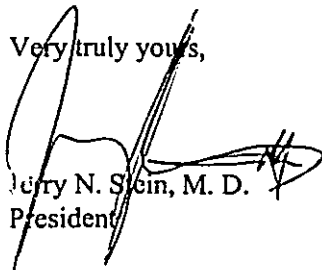
RE: Document # P96000095951
Brandon Weight Loss, Inc.

Gentlemen:

I am following up a conversation between my business manager and a member of your staff which occurred on July 18, 1997 concerning filing an annual corporation report at which time your office that Brandon Weight Loss Inc., is no longer operating as a corporation in the state of Florida. We were advised by your office that we need not do anything and that at the end of August, if no report was filed, the state would automatically dissolve the corporation and there would be no penalties or negative consequences to the principals involved.

If this is not correct or you have any further questions, please do not hesitate to contact me.

Very truly yours,


Jerry N. Stein, M. D.
President

GYNECOLOGY • OBSTETRICS • FERTILITY

731 Parsons Avenue South • Brandon, Florida 33511 • (813) 681-9171
103 Southern Oak Drive • Plant City, Florida 33566 • (813) 754-7561