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STEPHEN K. MOONLY
CHERYL A. ROBERSON

December 31, 1996

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

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-01/02/97--01059--011
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Re: L.A. Weight Loss Medical Group, Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

Harold S. Lippes
Harold S. Lippes

HSL/ccv
Enclosures

21003.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1.9.97

ARTICLES OF INCORPORATION

OF

L.A. Weight Loss Medical Group, Florida,

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

L.A. Weight Loss Medical Group, Florida, Inc.

Article I

Name

The name of the corporation is L.A. Weight Loss Medical Group, Florida, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is operation of weight loss clinics and other forms of health care delivery.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

Initial Registered Office and Agent

The street address of the principal office of this corporation is 5331 South Third Street, Jacksonville Beach, FL 32250. The registered agent of this corporation is John Ondrejicka, M.D. of 5331 South Third Street, Jacksonville Beach, FL 32250.

Article VI

Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
John Ondrejicka, M.D. President/Director	5331 South Third Street Jacksonville Beach, FL 32250

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

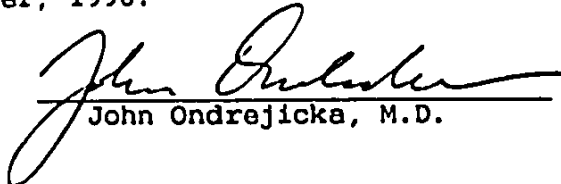
John Ondrejicka, M.D.
5331 South Third Street
Jacksonville Beach, FL 32250.

Article IX

Amendment


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

IN WITNESS WHEREOF, the incorporator has executed these Articles this 30 day of December, 1996.


John Ondrejicka, M.D.

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 30 day of December, 1996, by John Ondrejicka, M.D.


Notary Public, State of Florida
at Large
My Commission expires: 1/18/97



ALAN J. TAGER
My Comm Exp. 1/18/97
Bonded By Service Ins
No. CC253590
☒ Personally Known ☐ Other

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

FILED

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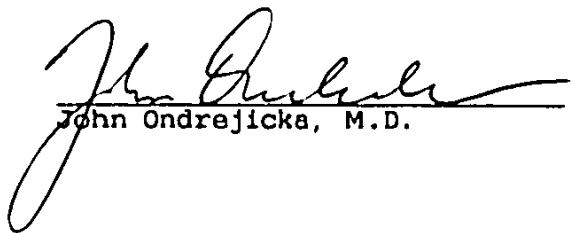
L.A. Weight Loss Medical Group, Florida, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

L.A. Weight Loss Medical Group, Florida, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

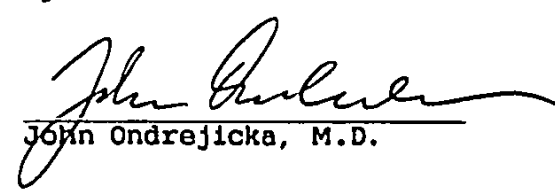
John Ondrejicka, M.D.
5331 South Third Street
Jacksonville Beach, FL 32250.


John Ondrejicka, M.D.

Dated: December 30, 1996.

Acknowledgment

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


John Ondrejicka, M.D.