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LAW OFFICES OF

C. MICHAEL WITTERS

ATTORNEY AND COUNSELOR AT LAW

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AREA CODE 618

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262-8366

AREA CODE 618

February 3, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

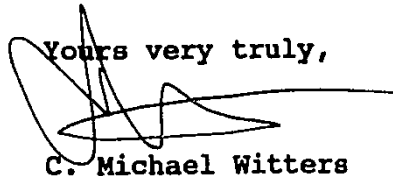
Re: Physicians Weight Loss Centers, Inc.

Dear Gentlemen:

Enclosed find an original and one copy of Articles of Incorporation for the above corporation. I enclose my check in the sum of \$78.75 as the fee for the filing fee and certificate for the corporation.

Thank you and best regards.

Yours very truly,



C. Michael Witters

CMW/ksl

Enclosures

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*****78.75 *****78.75

FILED
97 FEB 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-12-97
KR

ARTICLES OF INCORPORATION

FILED
97 FEB 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Physicians Weight Loss Centers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

971 Smokerise Drive, Port Orange, Florida 32127

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2,000 shares of common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Hal D. Hicks
971 Smokerise Drive
Port Orange, Florida 32127

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Hal D. Hicks, 971 Smokerise Drive, Port Orange, Florida 32127

C. Michael Witters, 2555 S. Atlantic Avenue #307, Daytona Beach, Florida 32118

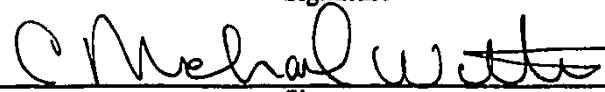
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3rd day of February, 19 97.


(An additional article must be added if an effective date is requested.)



Signature



Signature



Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Physicians Weight Loss Centers, Inc.

2. The name and address of the registered agent and office is:

Hal D. Hicks

(NAME)

971 Smokerise Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Port Orange, Florida 32127

(CITY/STATE/ZIP)

FILED
97 FEB 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE) HAL D. HICKS

February 3, 1997

(DATE)