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ELIZABETH M. AMIR
P.O. BOX 1462
Elfers, 34680
(813) 843-0196

March 3, 1997

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****122.50 ****122.50

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

Re: Articles of Incorporation of Lean Life M.D., Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Lean Life M.D., Inc.'s Articles of Incorporation and a check for \$122.50 representing the following:

Filing fees	\$70.00
Certificate	\$52.50

Please file the original and send the certificate and a certified copy to me. Thank you for your attention to this matter. If you have any questions do not hesitate to contact us at the telephone number printed above.

Sincerely,

By: Elizabeth M. Amir
Elizabeth M. Amir

EMA/kb
Enclosure

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TB

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEAN LIFE M.D., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates to form a corporation under the State of Florida and hereby does adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is: Lean Life M.D., Inc.

ARTICLE II
NATURE OF BUSINESS

This Corporation is organized for the purpose of carrying on and conducting any business or businesses and every act of deed pertaining thereto, either directly or indirectly, which can lawfully be done under the laws of the State of Florida, and to such engage in and carry on said business or businesses in Florida or any other State of the United States of America.

ARTICLE III
CAPITAL STOCK

The initial number of shares of this Corporation shall be 1000 of shares of voting common shares, said shares having a par value of 10 dollars each; and to be fully paid and non-assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by-laws of the Corporation as the corporation may, from time to time, make, and all of said shares of stock shall be paid for either in cash, property, labor or

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services, it being recognized that property labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

From time to time in one or more series the corporation may issue Preferred Shares, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such preferred shares from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business will not be less than: one hundred dollars.

ARTICLE V **TERM OF ESSENCE**

This Corporation is to exist perpetually.

ARTICLE VI **ADDRESS**

The initial address of the principal office of this Corporation in the State of Florida is: 3305 Tampa Road, Palm Harbor, Florida 34684

ARTICLE VII **DIRECTORS**

This Corporation shall have six directors initially. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII **INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former

Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE IX
PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X
INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XI
QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING

A quorum of shareholders shall consist of two-thirds of the shares entitled to vote at a meeting of the shareholders.

ARTICLE XII
INITIAL DIRECTORS

The name and post office addresses of the first Board of Directors are:

Waldemar Krol
3305 Tampa Road
Palm Harbor, Florida 34684

Steve Moss
201 Quality Drive
Springhill, Florida

Stephen A. Goldman
5723 High Street

Marc S. Freedman
7420 Community Court

New Port Richey, Florida 34652

Hudson, Florida 34667

Darwina Manklow
3305 Tampa Road
Palm Harbor, Florida 34684

Elizabeth M. Amir
P.O. Box 1462
Elfers, Florida 34680

ARTICLE XIII
SERVICE OF PROCESS

The following person has been named by this Corporation to accept service of process within the State of Florida:

Elizabeth M. Amir
3305 Tampa Road, Palm Harbor, Florida 34684

ARTICLE XIV
INITIAL OFFICERS

The name and address of the initial officers of this corporation is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Waldemar Krol	President	3305 Tampa Road Palm Harbor, Fl 34684
Steve Moss	Vice President	201 Quality Drive Springhill, Fl
Stephen A. Goldman	Vice President	5626 Gulf Drive New Port Richey, Fl 34652
Marc S. Freedman	Vice President	7420 Community Court Hudson, Florida 34667
Darwina Manklow	Vice President	3305 Tampa Road Palm Harbor, Fl 34684
Elizabeth M. Amir	Secretary/Treas	P.O. Box 1462 Elfers, Florida 34680

ARTICLE XV
INCORPORATOR

The name and address of the party signing this document entitled "Articles of

Incorporation" is:

Elizabeth M. Amir
3305 Tampa Road, Palm Harbor, Florida 34684

ARTICLE XVI
AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER has executed these Articles of Incorporation this 3rd day of March, 1997.

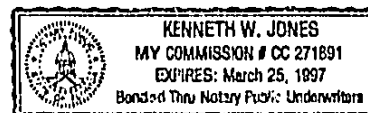
Elizabeth M. Amir
Elizabeth M. Amir

STATE OF FLORIDA)
COUNTY OF ~~PASCO~~)
 Pinellas

The foregoing was acknowledged before me this 3rd day of March, 1997, by E. Amir who is personally known or who has produced a _____ as identification and who did/did not (circle one) take an oath.

SWORN TO AND subscribed before me this 3rd day of March, 1997.

Kenneth W. Jones
Notary Public
My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above Corporation, at the place designated on this certificate, I hereby accept this appointment as Registered Agent of Lean Life M.D., Inc..

Elizabeth M. Amir
Elizabeth M. Amir

STATE OF FLORIDA)
COUNTY OF ~~PASCO~~)
 Pinellas

The foregoing was acknowledged before me this 3rd day of MARCH, 1997, by Elizabeth Amir who is personally known or who has produced a _____ as identification and who did did not (circle one) take an oath.

SWORN TO AND subscribed before me this 3rd day of MARCH, 1997.

Kenneth W. Jones
Notary Public
My Commission Expires:



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SOUTH FLORIDA
TALLAHASSEE, FLORIDA