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March 3, 1997

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

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-03/10/97--01069--016
****122.50 ****122.50

RE: Why Weight? Diet Assistance, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above name corporation.

Sincerely,

Kandi K. Kelley

Kandi K. Kelley
Why Weight? Diet Assistance, Inc.
5668 SE Cypress Gardens Blvd
Winter Haven, FL 33884

FILED
97 MAR 10 AM 8:22
TALLAHASSEE, FLORIDA

F. CHANDLER MAR 17 1997

ARTICLES OF INCORPORATION

of

WHY WEIGHT? DIET ASSISTANCE, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

WHY WEIGHT? DIET ASSISTANCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
5668 S.E. CYPRESS GARDENS BLVD		
CITY	WINTER HAVEN	FLORIDA
ZIP	33884	

Mailing address, if different

STREET ADDRESS		
6039 CYPRESS GARDENS BLVD STE 122		
CITY	WINTER HAVEN	FLORIDA
ZIP	33884-4115	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	KANDI K. KELLEY	
ADDRESS	6039 CYPRESS GARDENS BLVD #122	
CITY	WINTER HAVEN,	FLORIDA
ZIP	33884-4115	

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 (TWO) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	KANDI K. KELLEY		
ADDRESS	6039 CYPRESS GARDENS BLVD #122		
CITY	WINTER HAVEN	STATE	FL ZIP 33884-4115
NAME	LANONA ARSENAULT		
ADDRESS	713 EUCLID AVE		
CITY	LAKE WALES	STATE	FL ZIP 33853
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	KANDI K. KELLEY		
ADDRESS	6039 CYPRESS GARDENS BLVD #122		
CITY	WINTER HAVEN	STATE	FL ZIP 33884-4115
NAME	LANONA ARSENAULT		
ADDRESS	713 EUCLID AVE		
CITY	LAKE WALES	STATE	FL ZIP 33853
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 28th
day of FEBRUARY, 19 97.

Kandi K. Kelley (Signature)

Lanona Arsenault (Signature)

____ (Signature)

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

WHY WEIGHT? DIET ASSISTANCE, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its registered office
as indicated in the Articles of Incorporation
at 5668 CYPRESS GARDENS BLVD SE
WINTER HAVEN, FL 33884
has named KANID K. KELLEY
located at the aforesaid address, as its registered agent to accept service of process within this
state.

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STATE OF FLORIDA
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)

2/28/97
(Date)