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Sheldon P. Davis

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97 MAR 20 PM 12:44

ATTORNEY AT LAW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMBER
FLORIDA BAR
PENNSYLVANIA BAR

SUITE 890
FIRST UNION BUILDING
100 SOUTH ASHLEY DRIVE
P.O. Box 737
TAMPA, FLORIDA 33601

TEL: (813)229-7292
FAX: (813)229-7348

February 28, 1997

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

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-03/04/97--01049--007
*****70.00 *****70.00

Re: Filing Articles of Incorporation for
National Medical Weight Loss Center, Inc.

Dear Sir or Madam:

Enclosed herewith for filing is an original and a copy of
the Articles of Incorporation and Designation of Registered Agent
of National Medical Weight Loss Center, Inc., a new corporation.

Also enclosed is a check in the amount of \$70.00
representing the filing fee.

Should you require anything further, please do not hesitate
to contact me.

Sincerely yours,


Sheldon P. Davis

SPD/lmf
Enclosures

497-5537
PH
3/20/97 8/10/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1997

SHELDON P. DAVIS, ESQ.
100 S ASHLEY DR, SUITE 890
TAMPA, FL 33601

SUBJECT: NATIONAL MEDICAL WEIGHT LOSS CENTER, INC.
Ref. Number: W97000005551

We have received your document for NATIONAL MEDICAL WEIGHT LOSS CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00012070

Sheldon P. Davis

ATTORNEY AT LAW

MEMBER
FLORIDA BAR
PENNSYLVANIA BAR

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TAMPA, FLORIDA 33601

TEL: (813)229-7292
FAX: (813)229-7346

March 18, 1997

Pamela Hall, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Filing Articles of Incorporation for*
National Medical Weight Loss Center, Inc.
Ref. No. W97000005551

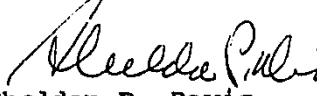
Dear Ms. Hall:

Pursuant to your letter of March 10, 1997 enclosed are the corrected Articles of Incorporation and Designation of Registered Agent of National Medical Weight Loss Center, Inc., together with a copy.

Also enclosed is a copy of your letter.

Should you require anything further, please do not hesitate to contact me.

Sincerely yours,


Sheldon P. Davis

SPD/lmf
Enclosures

ARTICLES OF INCORPORATION
OF
NATIONAL MEDICAL WEIGHT LOSS CENTER, INC.

FILED
97 MAR 20 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

NATIONAL MEDICAL WEIGHT LOSS CENTER, INC.

ARTICLE II

Principal Office

The principal office of this corporation is located at:
334 South Hyde Park Avenue, Tampa, FL 33606.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of voting common stock.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 334 South Hyde Park Avenue, Tampa, FL 33606; and the initial registered agent of this corporation shall be Michael J.

Muzio.

ARTICLE V

Board of Directors

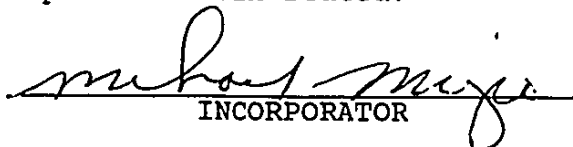
The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws.

ARTICLE VI

Incorporator

The name and address of the incorporator making these Articles of Incorporation is: Michael J. Muzio, 1720 Santa Barbara, Dunedin, FL 34689.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for uses and purposes therein stated.

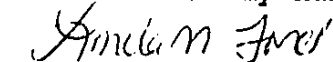

INCORPORATOR

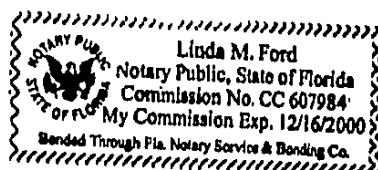
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 27th day of February, 1997, personally appeared MICHAEL J. MUZIO, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public, State of Florida
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That NATIONAL MEDICAL WEIGHT LOSS CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named Michael J. Muzio, 334 S Hyde Park Ave. , City of Tampa , County of Hillsborough State of Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael Muzio
(Registered Agent)

FILED
97 MAR 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA