

LAW OFFICES
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SUITE 201
ST. PETERSBURG, FLORIDA 33710

JAY B. VERONA

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OF COUNSEL

POST OFFICE BOX 41750
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June 16, 1997

P97000062233

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301

700002239307--1
-07/16/97--01035--008
***122.50 ***122.50

Re: THE WEIGH-IN CENTER, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
JAY B. VERONA, P.A.

Jay B. Verona
Jay B. Verona
JBV:sb

Enclosures

cc: Thane and Susan Cornell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 8:30

D. BROWN JUL 18 1997

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 10:30

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **THE WEIGH-IN CENTER, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The principal office of this corporation shall be 6641 Central Ave., St. Petersburg, FL 33710.

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this corporation's initial registered office, and the name of its initial registered agent at that office shall be as follows:

JAY B. VERONA, P.A.
5959 Central Avenue, Suite 201
St. Petersburg, Florida 33710

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial Directors of this corporation are:

THANE W. CORNELL

10506 Oak Haven Dr.
Pinellas Park, FL 33782

SUSAN F. CORNELL

10506 Oak Haven Dr.
Pinellas Park, FL 33782

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

THANE W. CORNELL

10506 Oak Haven Dr.
Pinellas Park, FL 33782

SUSAN F. CORNELL

10506 Oak Haven Dr.
Pinellas Park, FL 33782

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Shareholders.

10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

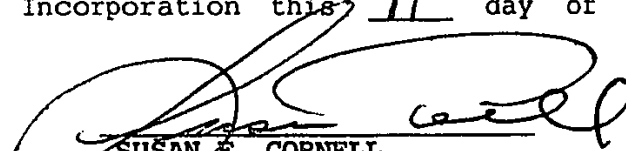
11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11 day of July, 1997.


THANE W. CORNELL
Incorporator


SUSAN F. CORNELL
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 11 day of July, 1997 by THANE W. CORNELL. He is personally known to me or has produced

FL DL
CG 54819313690 (type of identification) as identification,
and did (did not) take an oath.

Christine Hughes
Notary Public - signature
Christine Hughes
Notary's name - type or print
CC 619087
Commission/Serial Number
February 4, 2001
My Commission Expires:



MY COMMISSION # CC619087 EXPIRES
February 4, 2001
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged
before me this 11 day of July, 1997 by SUSAN F.
CORNELL She is personally known to me or has produced
CG 54786475650 FID (type of identification) as identification,
and did (did not) take an oath.

Christine Hughes
Notary Public - signature
Christine Hughes
Notary's name - type or print
CC 619087
Commission/Serial Number
February 4, 2001
My Commission Expires:



Christine Hughes
MY COMMISSION # CC619087 EXPIRES
February 4, 2001
BONDED THROUGH TROY FARM INSURANCE, INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for THE WEIGH-IN CENTER,
INC., at the registered office designated in the foregoing Articles
of Incorporation, the undersigned accepts the designation of
Registered Agent.

The undersigned hereby further states that it is familiar
with, and accepts, the obligations provided for in Section
607.0501, Florida Statutes.

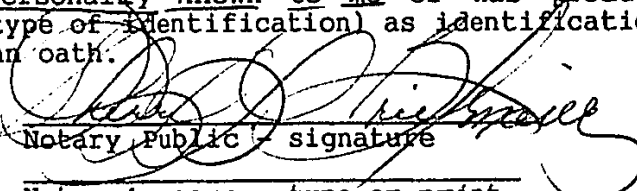
JAY B. VERONA, P.A.

By: Jay B. Verona
Jay B. Verona
As: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 8:30

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th
day of July, 1997 by Jay B. Verona, as President of JAY
B. VERONA, P.A., a Florida corporation, on behalf of the
corporation. He is personally known to me or has produced
(type of identification) as identification,
and did (did not) take an oath.


Notary Public signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

