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VALIDATION ONLY

Applicant's Name

ERIC MASHBURN

Address

P. O. Box 771277

By Winter Garden State 34777-1277 (407) Phone 656-1576

CORPORATION(S) NAME

AMERICAN HEALTH AND WEIGHT, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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AMENDMENT

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FOREIGN

DISSOLUTION

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LIMITED PARTNERSHIP

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ARTICLES OF INCORPORATION
OF
AMERICAN HEALTH AND WEIGHT, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **AMERICAN HEALTH AND WEIGHT, INC.**

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ARTICLE II - TERM OF EXISTENCE

This corporation shall continue in existence for an indefinite term.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

1. To operate a nutrition and weight control clinic open to the public.
2. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.
3. It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes as the same may be from time to time amended; provided, however, and notwithstanding the

generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE, REGISTERED AGENT, AND PRINCIPAL OFFICE

The initial street address of the registered office of this corporation in the State of Florida will be 10952 West Colonial Drive, Ocoee, FL 34761. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is ERIC S. MASHBURN. The Board of Directors may from time to time designate a new registered agent. The principal office and mailing address for the corporation will be 10952 West Colonial Drive, Ocoee, FL 34761.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

1. The initial number of Directors of this corporation shall be one (1).
2. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one.
3. The name and address of the initial member of the Board of Directors, who shall

hold office for the first year of existence of this corporation or until her successor is elected or appointed and has qualified, is:

WENDY LEAVELL
10952 W. Colonial Drive
Ocoee, FL 34761

ARTICLE VII

The name and address of the incorporator of this corporation is WENDY LEAVELL, 10952 W. Colonial Drive, Ocoee, FL 34761.

ARTICLE VIII - AMENDMENT TO 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 of the corporation is subject to this reservation.

ARTICLE IX

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

ARTICLE X

Every shareholder of voting stock shall have the preemptive right to purchase his or her share of the issuance of any class of stock, including treasury stock, at the price offered in proportion to his or her holdings of stock.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed
these Articles of Incorporation at Winter Garden, Florida, this 8 day of September,
1997.

Wendy D. Leavell

WENDY LEAVELL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared WENDY LEAVELL, known to me by producing a Florida driver's license as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed said Articles of Incorporation for the uses and purposes set forth therein and did not take an oath.

8 WITNESS my hand and official seal in the County and State last aforesaid this
day of September, 1997.

Alma H. G.

Notary Public, State of Florida

My Commission Expires:

Having been named as Registered Agent for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Eric S. Mashburn
ERIC S. MASHBURN, Registered Agent

Dated: September 8, 1997

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