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ACCOUNT NO. : Q72100000032

REFERENCE : 547618 7125254

AUTHORIZATION :

Patricia Paynter

COST LIMIT : \$ 70

ORDER DATE : September 29, 1997

ORDER TIME : 4:37 PM

ORDER NO. : 547618-010

CUSTOMER NO: 7125254

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CUSTOMER: David L. Silverman, Esq
DAVID SILVERMAN, ESQ.

Apartment 114
1101 Hillcrest Court
Hollywood, FL 33021

DOMESTIC FILING

NAME: H2O WEIGHTS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 SEP 30 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 30 4 08:29
DIVISION OF CORPORATIONS

SN SEP 30 1997

ARTICLES OF INCORPORATION

FILED
97 SEP 30 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

H20 Weights, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

James W. Graham
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

James W. Graham
3520 NW 215 St.
Miami, Fl. 33056

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of Sept., 1997.

x James W. Graham
Signature

James Wilson
Signature

Kenneth H. Hille
Signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

James W. Graham
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Kenneth Williams
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Jesus Wilson
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

The name(s) and street addresses of the officer(s) are:

James W. Graham, President
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Kenneth Williams, Treasurer
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Jesus Wilson, Vice President
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

The name(s) and street addresses of the shareholder(s) are:

James W. Graham (33 and 1/3 shares)
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Kenneth Williams (33 and 1/3 shares)
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

Jesus Wilson (33 and 1/3 shares)
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

H2O Weights, Inc.

2. The name and address of the registered agent and office is:

James W. Graham
17325 NW 27 Ave. Ste. 101
Miami, Fl. 33056

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SECRETARY OF STATE
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.

x James W. Graham
(Signature)

22 Sept. 97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314