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March 12, 1998

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-03/20/98-01068-008
****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Weightloss, Inc.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of **Weightloss, Inc.**, and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	\$35.00
Certified Copy	<u>\$52.50</u>
Total:	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

JOHNSON, GREEN, MILLER & GIBSON


John L. Miller

JLMph
Enclosure

D. BROWN MAR 23 1998

RECEIVED
DIVISION OF CORPORATIONS
MAR 20 PM 2:00

**ARTICLES OF INCORPORATION
OF
WEIGHTLOSS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:08

ARTICLE I - NAME

The name of this corporation is **Weightloss, Inc.**

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of buying and selling weight loss and other health products, and for all other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ten dollar (\$10.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same, kind, class, or series of that which he already holds, shall have the right to purchase his prorated share, as nearly as can be done without issuance of fractional shares (at the price at which it is offered to others).

ARTICLE VI - S-CORPORATION STATUS

This corporation is to be organized as a Subchapter S Corporation pursuant to Section 1362 of the Internal Revenue code, or the corresponding section of any future federal tax code. As such, it shall have only one class of stock, and no more than

thirty-five (35) shareholders. All such shareholders must be individuals, decedent's estates, bankruptcy estates, or trusts. No such shareholder may be a non-resident alien.

ARTICLE VII - PRINCIPAL ADDRESS AND REGISTERED OFFICE AND AGENT

The principal address of this corporation is Post Office Box 3581, Milton, Santa Rosa County, Florida 32570. The name and address of the registered agent of this corporation is Johnny L. Miller, Jr., 6850 Caroline Street, Milton, Florida 32570.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2) and the initial Board of Directors to serve until the first annual meeting of this corporation shall be as follows:

Johnny L. Miller, Jr.
P. O. Box 3581
Milton, FL 32570
President

Johnny L. Miller, Sr.
P. O. Box 6
Jay, FL 32565
Secretary

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Johnny L. Miller, Jr., whose address is stated above.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations,

amendments, and repeals of the By-Laws must be approved by a majority of the Shareholders.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this the 12 day of March, 1998.

WITNESSES

Print Name:_____

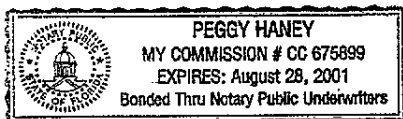
Johnny L. Miller, Jr.

Print Name:_____

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 12 day of March, 1998, by **Johnny L. Miller, Jr.**, as Incorporator and an Initial Director of **Weightloss, Inc.**, a Florida corporation, on behalf of said corporation. He is personally known to me and did not take an oath.

Peggy Haney
Notary Public:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:08

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

Pursuant to Chapter 48.091, Florida Statutes (1994), the following is submitted: **Weightloss, Inc.**, desires to organize under the laws of Florida, with its principal office as indicated in the Articles of Incorporation **Post Office Box 3581, Milton, Florida 32570**. The name and address of the registered agent of this corporation to accept service of process within the State is **Johnny L. Miller, Jr., 6850 Caroline Street, Milton, Florida 32570**.

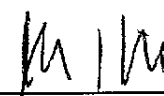
DATED this 12 day of March, 1998.

WEIGHTLOSS, INC.


BY: **JOHNNY L. MILLER, JR.**, President

ACCEPTANCE

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.


JOHNNY L. MILLER, JR.
Registered Agent