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LARSON & LARSON, P.A.
ATTORNEYS AT LAW
Practicing Domestic and International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).

JAMES E. LARSON
"PATENT AGENT"
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER
7381-114TH AVE. N. SUITE 406
LARGO, FL 33773-5125
813-546-0660
FAX 813-545-1595

May 28, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

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

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*****70.00 *****70.00

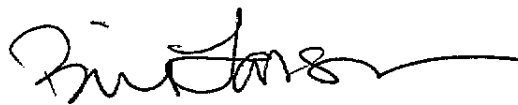
Re: Article of Incorporation of Weightloss.com, Inc.

Dear Sir:

Enclosed in connection with the above noted proposed corporation is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

Enclosure

FILED
98 JUN - 1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/3/98
4/3/99

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

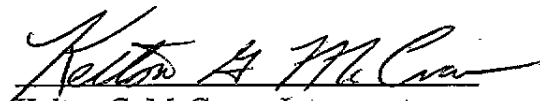
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is Weightloss.com, Inc.
2. The principal place of business and mailing address of the corporation is
Weightloss.com, Inc., 1501 South Missouri Ave., Clearwater, FL 33756
3. The purpose of the corporation is to engage in any lawful act or activity for which
corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one
hundred thousand (100,000), no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors,
and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of
Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this
Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights
conferred are granted subject to this reservation.
8. The name and address of its registered office in the State of Florida is Kelton G. McCraw,
1501 South Missouri Ave., Clearwater, FL 33756
9. The name and mailing address of the persons who are to serve as a directors until the first
annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kelton G. McCraw	1501 South Missouri Ave., Clearwater, FL 33756


10. The incorporator is Kelton G. McCraw, 1501 South Missouri Ave., Clearwater, FL
. 33756 .

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation
under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation,
certifying that the facts herein stated are true.


Kelton G. McCraw, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this April 24/1998
by Kelton G. McCraw, who is personally known to me or produced the following identification: personally known


Notary Public

Seal:

NOTARY PUBLIC - STATE OF FLORIDA
TRACY C. HALL
COMMISSION # CC078780
EXPIRES 6/30/2001
BONDED THRU ASA 1-800-NOTARY1.

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98 JUN - 1 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

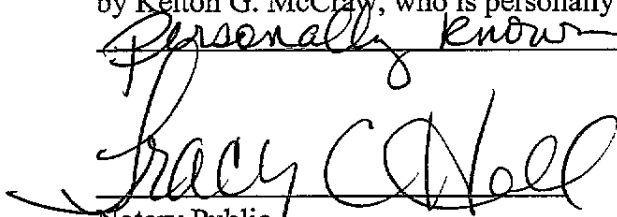
ACCEPTANCE OF REGISTERED AGENT

I, **THE UNDERSIGNED**, accept appointment as registered agent for Weightloss.com, Inc.
and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida
Statutes.


Kelton G. McCraw, Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this April 24, 1998
by Kelton G. McCraw, who is personally known to me or produced the following identification: personally known.


Notary Public

Seal:

NOTARY PUBLIC - STATE OF FLORIDA
TRACY C. HALL
COMMISSION # 00578780
EXPIRES 6/30/2001
BONDED THRU ASA 1-888-NOTARY1

FILED
98 JUN - 1 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE FLORIDA