

P98000050524

Pro Healthcare, Inc.
12864 Biscayne Blvd Suite 351
N. Miami, FL 33181

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
98 JUN -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spencer H. Baron GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles RA
DATE 6/5
DOC. EXAM TS

Examiner's Initials

TS 6/5

ARTICLES OR INCORPORATION

OF

Pro Healthcare Weight Management, Inc.

FILED
98 JUN -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I/We, the undersigned subscriber(s) of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:

PRO HEALTHCARE WEIGHT MANAGEMENT, INC.

II

The Corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

One hundred (100) shares at no par value.

IV

This corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the corporation shall be located at:

1948 NE 123rd Street
#107
North Miami, Florida 33181

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office of this corporation shall be:

1948 NE 123rd Street
#107
North Miami, Florida 33181

and the Registered Agent at such registered address is:

SPENCER H. BARON, DC., DACBSP.

VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for

the first year of corporate existence, or until their successors are elected and are duly qualified, are:

<u>NAMES</u>	<u>ADDRESS</u>
SPENCER H. BARON, DC., DACBSP. and BRAD KERN, DC., FICPA	1948 NE 123 rd Street. Suite 107 North Miami, Florida 33181

IX

The name and street address of each incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
SPENCER H. BARON, DC., DACBSP. and BRAD KERN, DC., FICPA	1948 NE 123 rd Street. Suite 107 North Miami, Florida 33181

X

The By-Laws of this corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such a manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

Every person who now is or hereafter shall become Directors of this corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings of what ever nature, to which he is or shall be made part by reason of his being or having been a Director of the corporation whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding, to have been derelict in the performance of the duties imposed upon him as such a Director.

The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this
28 day of May, 1998.



SPENCER H. BARON, DC., DACBSP.


BRAD KERN, DC., FICPA.

STATE OF FLORIDA :
: as
COUNTY OF DADE :

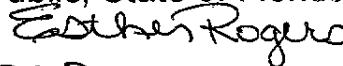
I HEREBY CERTIFY that on the 27 day
of May, 1998, personally appeared before me, an
authorized officer duly commissioned to administer oaths and take
acknowledgments, SPENCER H. BARON, DC., CCSP. to me
well known and known to me to be the person(s) who executed the
foregoing ARTICLES OF INCORPORATION and who acknowledged
that it was signed and executed for the uses and purposes therein
expressed, and who produced the following form of identification:

IN WITNESS WHEREOF, I have hereunto set my hand
and official seal at Miami, Dade County, Florida, the day and year first
above written.



ESTHER ROGERS
COMMISSION # CC 526573
EXPIRES JAN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public, State of Florida



My Commission Expires: Jan. 23, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, the
following is submitted, in

That Pro Healthcare Weight Management, Inc.
desiring to organize under the laws of the State of Florida, with its
principal office as indicated in the certificate of Incorporation, at the
City of North Miami, County of Dade, State of Florida, has named:
SPENCER H. BARON located at: _____

_____ as its agent to accept service of process with this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

FILED
98 JUN -4 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT