

LAW OFFICES OF
GRANOFF & KESSLER, P.A.
11400 N. KENDALL DR., SUITE 200
MIAMI, FLORIDA 33176
(305) 596-0000
FAX: (305) 596-0000

P98000052848

June 5, 1998

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002555160--7
-06/10/98-01083--007
*****70.00 *****70.00


RE: Articles of Incorporation,
Balance of Miami, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for Balance, Inc. We are also enclosing the non-certified filing fees' check in the amount of \$70.00. Please return the filed copy in the enclosed self-addressed stamped envelope.

Thank you for your anticipated cooperation.

Sincerely,


DAVID L. KESSLER, ESQ.

DLK:es
Encls.

Crena GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reading art 1, certif.
DATE 6/12/98
DOC. EXAM. TA

FILED
98 JUN 10 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/12/98

ARTICLES OF INCORPORATION

OF

BALANCE OF MIAMI, INC.

FILED
98 JUN 10 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is BALANCE OF MIAMI, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence starting on the date these articles are filed with the Florida Department of State.

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

Suite 132
13015 S.W. 89 Place
Miami, Florida 33176

Prepared by:
Granoff & Kessler, P.A.
11400 N. Kendall Dr, Suite 200
Miami, Florida 33176
(305) 596-0200

ARTICLE V. CAPITAL STOCK

The capital stock of the corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 11400 N. Kendall Drive, Suite 200, Miami, Florida 33176. The name of the initial registered agent at that address is DAVID L. KESSLER, ESQ.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of ONE (1) members. The name and address of the first board of directors is:

WILLIAM LEATHERWOOD
13015 S.W. 89 Place
Suite 132
Miami, Florida 33176

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is: WILLIAM LEATHERWOOD, 13015 S.W. 89 Place, Suite 132, Miami, Florida 33176.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any


provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on JUNE 3, 1998.


WILLIAM LEATHERWOOD

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing articles of incorporation were acknowledged before me this 3 day of June, 1998.

 David L. Kessler
My Commission CC647412
Expires May 14, 2001


Notary Public
DAVID L. KESSLER

My Commission Expires:


CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

OF MIAMI,

FIRST - That BALANCE/ INC., organized under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation in Dade County, Florida, has named DAVID
L. KESSLER, ESQ., Registered Agent, 11400 N. Kendall Drive., Suite
200, Miami, Florida 33176 as the place where service of process may
be served within this state.

Having been named to accept service of process for the above-
stated Corporation, at 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.


DAVID L. KESSLER, ESQ.
Registered Agent

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98 JUN 10 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA