

P 98000059506

LAW OFFICES OF
WOLFSON & KONIGSBURG, P.A.
SUITE 314

4491 SOUTH STATE ROAD 7
DAVIE, FLORIDA 33314

ANDREA LEE WOLFSON
ALAN H. KONIGSBURG

TELEPHONE:
BROWARD: (954) 583-4570
FAX: (954) 583-4063

June 25, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of NUTRITIONAL TREATMENT CENTERS OF AMERICA, INC.

Gentlemen:

Enclosed please find the following documents:

1. Original and one (1) copy of the Articles of Incorporation of the above captioned corporation.
2. Our draft in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee	\$ 35.00
Certificate Under Seal	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Your cooperation and attention is greatly appreciated.

Very truly yours,


Andrea Lee Wolfson

Enclosures

Andrea's rec
GAVE
AUTHORIZATION BY PHONE TO
CORRESPONDENT *Lat. 146*
DATE *7/6/98*
DOC. EXAM. *T.A.*

FILED
98 JUL -1 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 JUL -1 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I-NAME

The name of this corporation is Nutritional Treatment Centers of America, Inc.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized to sell nutritional products, provide nutritional advice and assistance and to perform any other act that is legal in the State of Florida. The shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of providing nutritional products and advice as well as engaging in any other lawful business in the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4491 So. St. Rd. 7, #314, Davie, Florida, and the name of the initial registered agent of this corporation is Andrea L. Wolfson, Esq whose address is 4491 So. St. Rd. 7, #314, Davie Fl. 33314. The initial street address of the principal office of this corporation is 7200 W. Commercial Blvd., Lauderhill, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

NAME

ADDRESSES

Herbert R. Slavin

7200 W. Commercial Blvd.
Lauderhill, Florida 33319

David J. Blyweiss

7200 W. Commercial Blvd.
Lauderhill, Florida 33319

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles are:

NAMES

ADDRESSES

Herbert R. Slavin

7200 W. Commercial Blvd.
Lauderhill, Florida 33319

David J. Blyweiss

7200 W. Commercial Blvd.
Lauderhill, Florida 33319

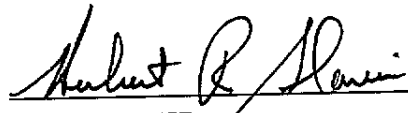
ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of June, 1998.



SUBSCRIBER


SUBSCRIBER

STATE OF FLORIDA)
) s.s.
COUNTY OF BROWARD)

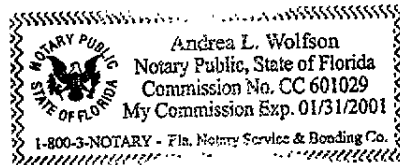
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Herbert R. Slavin, M.D., known to be and known personally by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of June, 1998.


Notary Public
State of Florida at Large

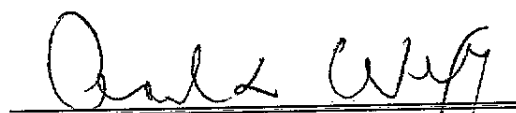
My Commission Expires:

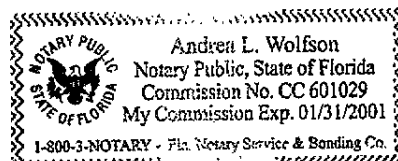
STATE OF FLORIDA)
) s.s.
COUNTY OF BROWARD)



Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, David J. Blyweiss, M.D., known to be and known personally by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

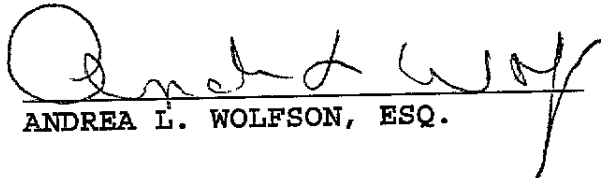
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of June, 1998.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

I, Andrea L. Wolfson, Esq., having been named to accept service of process for the above named corporation, as per the foregoing Articles of Incorporation, at the place designated therein, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


ANDREA L. WOLFSON, ESQ.

FILED
98 JUL -1 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA