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MARY M. CALLAWAY, P.A.
ATTORNEY AT LAW
1600 NORTH PALAFOX STREET
P.O. BOX 36097, PENSACOLA, FLORIDA 32516
TELEPHONE (850) 434-2114
FAX 434-2003

July 29, 1998

EFFECTIVE DATE
7/29/98

000002603610--3
-07/31/98--01015--002
***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Subject: HI-ENERGY WEIGHT CONTROL CENTERS OF ATHENS, INC.

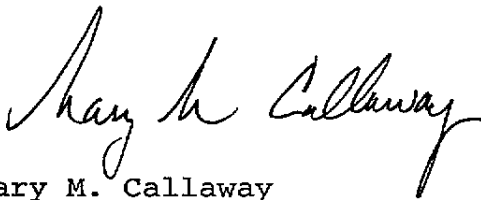
Gentlemen:

Enclosed you will find the following:

- (1) Articles of Incorporation;
- (2) Copy of Articles; and
- (3) Check in the amount of \$122.50 to cover fees.

Please file this Charter effective the date of execution of the Articles of Incorporation, and return a certified copy of the Articles to our office.

Sincerely,



Mary M. Callaway

MMC:sh

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/5/98

EFFECTIVE DATE
7/29/98

**ARTICLES OF INCORPORATION
OF
HI-ENERGY WEIGHT CONTROL CENTERS OF ATHENS, INC.**

ARTICLE ONE

NAME

The name of this corporation is **HI-ENERGY WEIGHT CONTROL CENTERS OF ATHENS, INC.**

ARTICLE TWO

DURATION

This corporation shall exist in perpetuity.

ARTICLE THREE

PURPOSE

This corporation is organized for the following purposes:

To offer professionally supervised weight control programs under a proven system.

To buy and sell products for wholesale and retail use, and to acquire, hold, use, employ, lease and sell and deal in leases, distribution agreements, equipment and facilities for conducting business.

To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states consistent with this charter.

To purchase, hold, sell and reissue the share of its own capital stock, and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof, such stock may be reissued in fractional shares.

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To transact any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS

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

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business is:

1386 Shoreline Dr.
Gulf Breeze, FL 32561

and the mailing address is:

P.O. Box 1090
Gulf Breeze, FL 32562

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

DAVID L. OWENS, JR.
P. O. Box 1090
Gulf Breeze, FL 32562

MARY B. OWENS
P. O. Box 1090
Gulf Breeze, FL 32562

KAREN S. REED
P. O. Box 1090
Gulf Breeze, FL 32562

ARTICLE EIGHT

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

DAVID L. OWENS, JR.
P. O. Box 1090
Gulf Breeze, FL 32562

ARTICLE NINE

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and in the Shareholders.

ARTICLE TEN

RESTRICTIONS ON TRANSFER

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE ELEVEN

CUMULATIVE VOTING AND VOTING RIGHTS

At each election for directors every shareholder entitled to vote at such an election shall have the right to accumulate his votes by giving one candidate as many votes as the number of

directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE TWELVE

MANAGEMENT OF THE CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE THIRTEEN

INDEMNIFICATION

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

ARTICLE FOURTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE FIFTEEN

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

MARY M. CALLAWAY
1600 N. Palafox St.
P. O. Box 36097
Pensacola, FL 32516

By signature below the registered agent accepts this designation, is familiar with and accepts the duties and responsibilities as registered agent for the corporation.


MARY M. CALLAWAY

ARTICLE SIXTEEN

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone or other electronic medium as provided by law.

ARTICLE SEVENTEEN

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE EIGHTEEN

ACTION OF THE CORPORATION

Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholders of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or offices of their right to proceed.

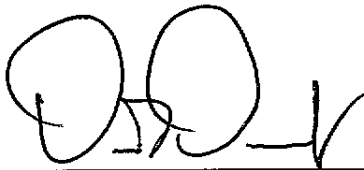
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SECRETARY OF STATE
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ARTICLE NINETEEN
DATE OF INCORPORATION

The date of commencement of corporate existence shall be the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1998.

**HI-ENERGY WEIGHT CONTROL CENTERS
OF ATHENS, INC.**

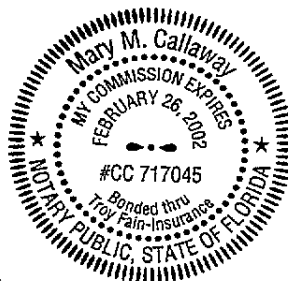


David L. Owens, Jr.

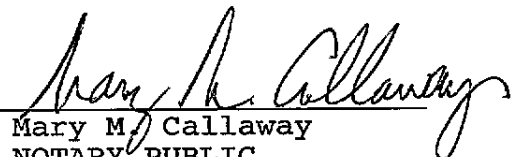
State of Florida
County of Escambia

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **David L. Owens, Jr.**, personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he 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 29th day of July, 1998.



Prepared by:
Mary M. Callaway, P.A.
P.O. Box 36097
Pensacola, FL 32516
(850) 434-2114



Mary M. Callaway
NOTARY PUBLIC
My Commission Expires: