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Dr. Michael Reenter
Requestor's Name
6538 Pain Relief Center
Address
Margate, Fl. 33063
City/State/Zip Phone #

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Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

FILED
98 SEP 15 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-18-98

Examiner's Initials APM

ARTICLES OF INCORPORATION
OF
DownSize Weight Loss System Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation shall be:

DownSize Weight Loss System Inc.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The general purpose and nature of the business to be transacted by this corporation is (i) to provide services regarding all aspects of personal health and nutrition related to weight loss; (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act; and (iv) to do such other things as are incidental to the purpose of the Corporation or as are necessary or desirable in order to accomplish them.

In addition, the Corporation may also do the following:

Invest funds in real estate, mortgages, stocks, bonds or any other type of investments, contract indebtedness and borrow

money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and transfer corporate property and execute such mortgages or other instruments to secure the payment of corporate indebtedness as is from time to time required.

Purchase the corporate assets of or merge or consolidate with any other domestic corporation engaged in the same character of business.

Redeem, purchase, retain, sell and otherwise transfer its own capital stock.

Create employee benefit plans and trusts incidental thereto.

No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

ARTICLE III

CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is presently authorized to have outstanding shall be 1,000 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the directors at a

meeting called for such purpose or at the organizational meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other Corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and for the issuance of so much of the capital stock of the company as the directors of the company may decide.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 7744 Peters Road, Suite 116; Plantation, FL 33324, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of the Corporation shall be Michael Rechter,
at his office address of:

7744 Peters Road, Suite 116, Plantation, FL 33324

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The
number of directors may be increased or diminished from time to
time by the By-Laws of the Corporation.

ARTICLE VIII

LIMITATIONS ON CORPORATE STOCK

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

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the members of the Board of

Directors of the Corporation , unless otherwise provided for by the Articles of Incorporation or by the By-laws, who shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and have also qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Rechter	7744 Peters Road Suite 116 Plantation, Fl 33324

ARTICLE X

INITIAL OFFICERS

The name and street address of the initial officers of the Corporation and their respective offices to be held, shall be the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>Office</u>
Michael Rechter	7744 Peters Road Suite 116 Plantation, FL 33324	President

ARTICLE XI

OFFICERS SIGNING ARTICLES

The names and street addresses of the parties signing the

Articles of Incorporation are the following:

<u>NAME</u>	<u>ADDRESS</u>
Michael Rechter	7744 Peters Road Suite 116 Plantation, FL 33324

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the shareholders.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 such stock is offered to others.

ARTICLE XV

DISSOLUTION

The Corporation may be dissolved at any time on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XVI

BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence on the date of acceptance of these articles by the Secretary of State.
IN WITNESS WHEREOF, the undersigned, hereinabove named for the

purpose of forming a Corporation to do business in the State of Florida, under the Laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 20th day of August, 1998.

[Handwritten Signature]

D/K R23655670449-0

STATE OF FLORIDA

COUNTY OF BROWARD

ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in County and State aforesaid, personally appeared Michael Rechter, to me well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of DownSize Weight Loss System Inc., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, on this 20th day of August, 1998.

My Commission Expires:



RITSON DOUGLAS

Notary Name

Personally known to me.

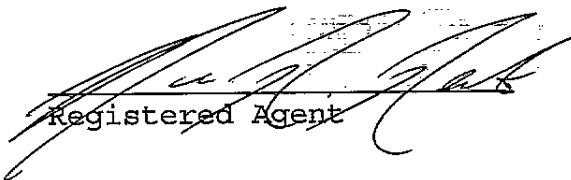
[Handwritten Signature]
Notary Signature

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - DownSize Weight Loss System Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the city of Plantation, State of Florida, has named Michael Rechter, at his office address of 7744 Peters Road, Suite 116, Plantation, FL 33324, as its agent to accept service of process within the 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 provisions of said Act relative to keeping open said office.


Registered Agent

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TALLAHASSEE, FLORIDA