

P98000085509

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Advanced Weight Loss &  
Wellness of America, Inc.

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-10/06/98--01030--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 PM 12:00

☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☐ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Chir

Name \_\_\_\_\_

Date 10-6

Time 1111

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 OCT -6 PM 12:00

**ARTICLES OF INCORPORATION  
OF  
ADVANCED WEIGHT LOSS & WELLNESS OF AMERICA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is ADVANCED WEIGHT LOSS & WELLNESS OF AMERICA, INC., and its initial post office address and its principal office for conducting business is: 4001 North Tamiami Trail, Suite 250, Naples, Florida 34103.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

**ARTICLE III - PURPOSES AND POWERS**

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 **par value common stock.**

**ARTICLE V - 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 it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is RICHARD D. CIMINO, ESQUIRE, and his address is 4001 North Tamiami Trail, Suite 250, Naples, Florida 34103.

#### **ARTICLE VII - INCORPORATOR**

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

RICHARD D. CIMINO, ESQUIRE  
4001 North Tamiami Trail, Suite 250  
Naples, Florida 34103

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

#### **ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING**

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By-Laws of this corporation.

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

#### **ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### **ARTICLE XII - AMENDMENT**

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

**ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS**

Each shareholder of any class of stock of the corporation which he or she may hereafter intend to acquire may not complete the transfer without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation, should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

**ARTICLE XIV - 1244 STOCK**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 2<sup>nd</sup> day of October, 1998.




RICHARD D. CIMINO  
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of October, 1998, by RICHARD D. CIMINO.



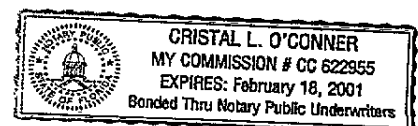
Notary Public - State of Florida

(SEAL)

Cristal L. O'Conner  
Printed Name of Notary Public

My Commission Expires:

**PERSONALLY KNOWN  
NO OATH TAKEN  
NO I.D. REQUIRED**



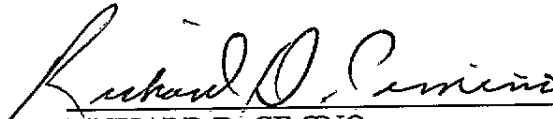
**CERTIFICATE DESIGNATING REGISTERED AGENT**

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

First - That ADVANCED WEIGHT LOSS & WELLNESS OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at ADVANCED WEIGHT LOSS & WELLNESS OF AMERICA, INC., has named RICHARD D. CIMINO, ESQUIRE, located at 4001 North Tamiami Trail, Suite 250, Naples, Florida 34103, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the 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.

  
RICHARD D. CIMINO

STATE OF FLORIDA

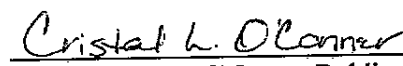
COUNTY OF COLLIER

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Notary Public - State of Florida

(SEAL)

  
Printed Name of Notary Public

My Commission Expires:

PERSONALLY KNOWN  
NO OATH TAKEN  
NO I.D. REQUIRED

