

P99000039071

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400002851804--7  
-04/26/99--01104--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: PHYSICIAN WEIGHT LOSS INSTITUTE, INC.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00.

FROM: N.A.F.A. ATTORNEYS, P.A.  
Name (printed or typed)  
11890 S.W. 8th STREET  
Address  
MIAMI, FL 33184  
City, State & Zip  
(305) 553-6100  
Telephone Number

Note: Please provide the original and one copy of the Articles.

FILED  
99 APR 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH APR 29 1999

ARTICLES OF INCORPORATION

OF

PHYSICIAN WEIGHT LOSS INSTITUTE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PHYSICIAN WEIGHT LOSS INSTITUTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9700 CORAL WAY  
MIAMI, FL 33165

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARE OF COMMON STOCK AT NON PAR  
VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

N.A.F.A. ATTORNEYS, P.A.  
11890 S.W 8th Street PH-4  
Miami, FL 33184

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

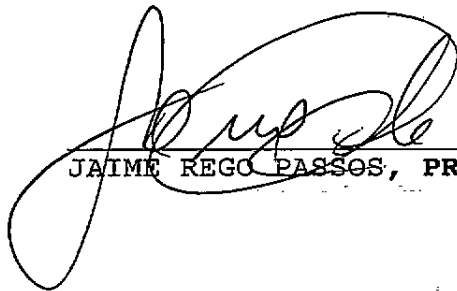
**INCORPORATOR:**     JAIME REGO PASSOS

**Officer(s):**

**President**

JAIME REGO PASSOS  
9700 CORAL WAY  
MIAMI, FL 33165

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 6th day of April, 1999.



JAIME REGO PASSOS, PRESIDENT

Articles of Incorporation

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99 APR 26 PM 2:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PHYSICIAN WEIGHT LOSS  
INSTITUTE, INC.

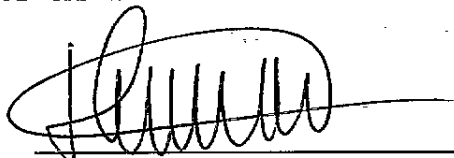
2. The name and address of the registered agent and office is:

N.A.F.A. ATTORNEYS, P.A.  
(NAME)

11890 S.W. 8th Street PH-4  
(ADDRESS)

Miami, FL 33184  
(CITY/STATE/ZIP CODE)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Signature

4-6-99  
Date