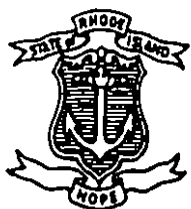


Filing Fee \$150.00

ID Number: 120829



# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

## BUSINESS CORPORATION

### ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Weighless Centers of RI, Inc. *(LC) 110717 sk consent attached*

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

to own and operate weightloss centers and to engage  
in all other business activities permitted by the  
General Laws of the State of Rhode Island

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 1000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

1.00

or

(b) If more than one class: Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

as set forth in the By-Laws or in Shareholder Agreements which

may be entered into from time to time.

OCT 18 2001

Co #63  
372471



WeighLess Nutrition Centers, Inc.  
359 Thames Street  
Newport, Rhode Island 02840  
(401) 848-0095

September 24<sup>th</sup>, 2001

Rhode Island Secretary of State's Office  
Corporate Division  
100 North Main Street  
Providence, Rhode Island 02903


RE: WeighLess Centers of RI, Inc.

Dear Clerk:

I, Charles F. Hill, Jr., President of WeighLess Nutrition Centers, Inc., do hereby give my consent to "WeighLess Centers of RI, Inc." to be incorporated under the laws of the State of Rhode Island.

If you have any questions or require any additional information, please do not hesitate to contact me at the above listed address.

Very truly yours,  
WeighLess Nutrition Centers, Inc.

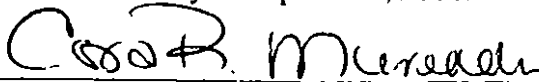
By:   
Charles F. Hill, Jr.,  
President

CFH:cm

enclosures

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

Subscribed and sworn to before me this 24<sup>th</sup> day of September, 2001.

  
Notary Public: CORA R. MUREDDU  
My Commission Expires: 6/11/2005