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February 14, 2014

Via Federal Express

Florida Department of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

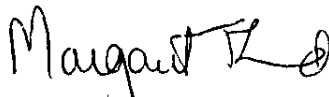
Re: Metabolic Medical Institute, Inc.

Enclosed are the following:

1. Your official Cover Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida (original and copy).
3. Certificate of Good Standing from Wisconsin Department of Financial Institutions. This Certificate may be authenticated at website <http://www.wdfi.org/apps/ccs/verify/.com>, by entering this code: 132519-C454AFE2.
4. Check in the amount of \$78.75 for the filing fee and Certificate of Status.

Please process the above Application and file stamp and return the copy in the enclosed envelope. Please call if you have any questions or require any additional information. Thank you.

Very truly yours,



Margaret T. Lund
MTL:jlm
Enclosures

Madison Office

222 West Washington Avenue
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Metabolic Medical Institute, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Margaret T. Lund

Name of Person

Stafford Rosenbaum LLP

Firm/Company

1200 North Mayfair Road Suite 430

Address

Milwaukee, WI 53226

City/State and Zip code

mtlund@staffordlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret T. Lund

Name of Person

at (414) 982-2871

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Metabolic Medical Institute, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Wisconsin

(State or country under the law of which it is incorporated)

3. 46-4718632

(FEI number, if applicable)

4. 2/3/2014

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1801 N. Military Trail Suite 200, Boca Raton, FL 33431

(Principal office address)

1801 N. Military Trail Suite 200, Boca Raton, FL 33431

(Current mailing address)

8. To engage in any lawful activity within the purpose for which corporations may be organized under the Florida Business Corporation Act Chap. 607 Florida Statutes.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Andrew Sherman

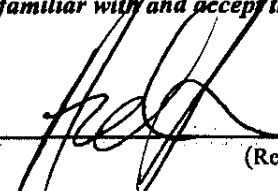
Office Address: 1801 N. Military Trail, Suite 200

Boca Raton, Florida 33431
(City) (Zip code)

14 FEB 17 AM 9:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: _____

Address: _____

Director: Andrew Sherman

Address: 1801 N. Military Trail Suite 200

Boca Raton, FL 33431

Director: Daniel O'Brien

Address: 175 N. Patrick Blvd.

Brookfield, WI 53045

Director: Simon Smith

Address: 175 N. Patrick Blvd.

Brookfield, WI 53045

B. OFFICERS

President: Andrew Sherman

Address: 1801 N. Military Trail Suite 200

Boca Raton, FL 33431

Vice President: Daniel O'Brien

Address: 175 N. Patrick Blvd.

Brookfield, WI 53045

Secretary: Andrew Sherman

Address: 1801 N. Military Trail, Suite 200, Boca Raton, FL 33431

Treasurer: Daniel O'Brien

Address: 175 N. Patrick Blvd, Brookfield, WI 53045

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Andrew Sherman, Secretary

(Typed or printed name and capacity of person signing application)

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

METABOLIC MEDICAL INSTITUTE, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is February 3, 2014.

I further certify that said corporation or limited liability company has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that said corporation or limited liability company has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on February 12, 2014.

A handwritten signature in cursive script that reads "Paul M. Holzem".

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **132519-C454AFE2**