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(City/State/Zip/Phone #)

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(Business Entity Name)

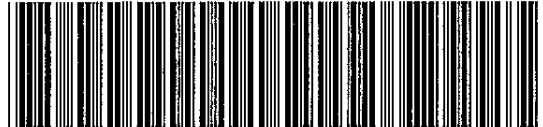
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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REGISTRATION  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 450998 9643A

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Pigato*

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05 JUN 27 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2005

ORDER TIME : 1:11 PM

ORDER NO. : 450998-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Jane Breyer  
Sachs, Sax & Klein, P.A.

Suite 4150  
301 Yamato Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: METABOLIFE ACQUISITION  
GROUP, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
METABOLIFE ACQUISITION GROUP, LLC**

**FILED**  
05 JUN 27 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

**ARTICLE I**

The name of the Limited Liability Company is:

**METABOLIFE ACQUISITION GROUP, LLC**

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company shall be: 350 Camino Gardens Blvd., Suite 102, Boca Raton, Florida 33432 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III**

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

**ARTICLE IV**

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Michael D. Karsch, Esq., c/o Sachs Sax Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

**ARTICLE VI**

This Limited Liability Company shall be managed by its members.

IN WITNESS WHEREOF, I, Michael D. Karsch, Esq., the undersigned, being an authorized representative hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27<sup>th</sup> day of June, 2005.

By:   
Michael D. Karsch, Esq.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

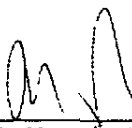
1. The name of the limited liability company is:

**METABOLIFE ACQUISITION GROUP, LLC**

2. The name and the Florida street address of the registered agent are:

Michael D. Karsch, Esq.  
c/o Sachs Sax Klein  
301 Yamato Road  
Suite 4150  
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

  
\_\_\_\_\_  
Michael D. Karsch, Esq.

Date: June 27, 2005