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Albany, New York 12207

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JANUARY 29, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: THE INSTITUTE FOR NUTRITION & BEHAVIORAL SCIENCES INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,



Lawrence A. Kirsch

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ARTICLES OF INCORPORATION
INSTITUTE FOR NUTRITION & BEHAVIORAL
SCIENCES INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is INSTITUTE FOR NUTRITION & BEHAVIORAL SCIENCES INC.

The principal place of business of this corporation shall be:

135 W. 20th Street
5th Floor Rear
New York, New York 10011

ARTICLE II

The period of duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is:

To engage in all activities which will directly or indirectly impact on the public concerning the promotion of health, well being, nutrition and behavior modification focusing on overweight/obesity: to solicit, collect, receive and otherwise raise money to educate the general public regarding obesity and nutrition; to conduct educational workshops, lectures, seminars and otherwise disseminate information, scientific reports, and statistical data to increase the public's awareness and knowledge of positive nutrition and the effects of overweight/obesity; to support, promote, conduct, foster and encourage research on the causes and treatment for overweight/obesity; to promote, foster and encourage research on all aspects of overweight/obesity and positive nutrition, including, but not limited to, the development of behavior modification and nutritional programs; to create, establish and conduct programs and workshops designed to increase organized community education efforts with respect to overweight/obesity and positive nutrition and the available treatments therefore; to plan, formulate and implement programs, projects and activities in cooperation and in coordination with governmental agencies and other community organizations with reference to overweight/obesity and the various treatments; to aid and assist individuals seeking information and in obtaining available treatment and generally to advance and improve the health, physical and mental welfare of individuals in aspects of positive nutrition by all available means and methods.

ARTICLE IV

The corporation will have no members. The manner in which directors shall be elected or appointed shall be set forth in the by-laws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve initially are:

Charles Platkin
135 W. 20th Street
5th Floor Rear
New York, New York 10011

Carey Clifford
135 W. 20th Street
5th Floor Rear
New York, New York 10011

Meredith Abreu
135 W. 20th Street
5th Floor Rear
New York, New York 10011

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

Said corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be

carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of January, 2003.



LAWRENCE A. KIRSCH

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

Pursuant to the provisions of Section 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:

INSTITUTE FOR NUTRITION AND Behavioral
Sciences INC

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

CHARLES STUART PLATKIN

(Name)

2372 PRAIRIE AVE

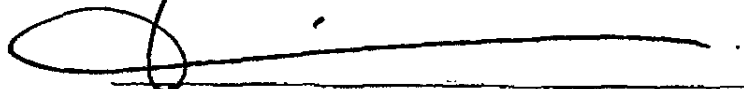
(P.O. Box NOT acceptable)

Miami Beach, FL 33140

(City/State/Zip)

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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

1/27/03
Date