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PICK-UP

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MAIL

(Business Entity Name)

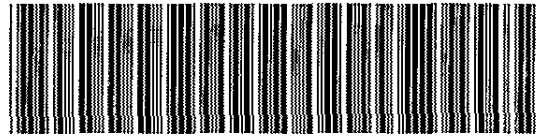
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TALLAHASSEE, FLORIDA

D. WHITE AUG 31 2006

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Metabolic Balance Franchise  
Development Corp.*

Signature \_\_\_\_\_

Requested by: WL

Name \_\_\_\_\_

Date 1/29

Time 3:30

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 30, 2006

CAPITAL CONNECTION, INC.  
ATTN: WL

SUBJECT: METABOLIC BALANCE FRANCHISE DEVELOPMENT CORPORATION  
Ref. Number: W06000038336

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

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DIVISION OF CORPORATIONS  
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SUFFICIENCY OF FILING

We have received your document for METABOLIC BALANCE FRANCHISE DEVELOPMENT CORPORATION and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 306A00053090

**RE-SUBMIT**  
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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
METABOLIC BALANCE FRANCHISE DEVELOPMENT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is METABOLIC BALANCE FRANCHISE DEVELOPMENT CORPORATION, (the "Corporation").

ARTICLE II

The effective date of the Corporation is August 28, 2006.

ARTICLE III

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$1.00 per share.

ARTICLE V

The mailing address of the Corporation is 7006 Stapoint Court, Suite J, Winter Park, Florida 32792.

ARTICLE VI

The street address of the Corporation's initial registered office is 1999 West Colonial Drive, Orlando, Florida 32804. The name of the initial registered agent at such office is Marvin E. Rooks.

ARTICLE VII

(a) The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the

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Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the Corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VIII


The name and address of the incorporator of the Corporation is Alexander von Pelet, 7006 Stapoint Court, Suite J, Winter Park, Florida 32792

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of August, 2006.

  
Alexander von Pelet, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes.

  
Marvin E. Rooks

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