

995000062964

OFFICE OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
TRIAL LAWYERS BUILDING - SUITE 4F
633 SOUTHEAST 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33301

TELEPHONES:
FT. LAUDERDALE (308) 783-6003
MIAMI (305) 948-2884
FAX (305) 462-2255

MAILING ADDRESS:
POST OFFICE BOX 697
FT. LAUDERDALE, FLORIDA 33302

August 10, 1995

DIVISION OF CORPORATIONS
Corporate REcords Bureau
P.O. Box 6327
Tallahassee, FL 32314

300001553539
-08/14/95--01047--001
****122.50 ****122.50

RE: METABOLIC DISEASE FOUNDATION, INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company.

Please return one set to us indicating that they were filed with your office. A self-addressed, stamped envelope has been enclosed.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

Ross P. Beckerman

ROSS P. BECKERMAN

RPB/mmk
Enclosures

4/15/95
TR

ARTICLES OF INCORPORATION
OF
METABOLIC DISEASE FOUNDATION, INC.

THE undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:
METABOLIC DISEASE FOUNDATION, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or

incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) SHARES of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1000.00) dollars.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be: METABOLIC DISEASE FOUNDATION, INC., having its principal place of business at: 1880 NORTHEAST 26TH STREET, SUITE #202, WILTON MANORS, FLORIDA 33305.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have TWO (2) Directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than TWO (2). The corporation shall indemnify any officer or director, or any former officer or director, for any expenses, costs or fees incurred in furtherance of corporate matters to the full extent permitted by law.

ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors and Officers of these Articles of Incorporation are as follows:

LINDA CHAPNICK, President/Treasurer and Director
1881 NORTHEAST 26TH STREET, SUITE #206, WILTON MANORS,
FLORIDA 33305

NORMAN R. GAY, M.D., Vice-President/Secretary and Director
1881 NORTHEAST 26TH STREET, SUITE #206, WILTON MANORS,
FLORIDA 33305

ARTICLE IX

INCORPORATOR: The Name and Address of the Incorporator is:

MARCELLA M. KETCHAM
633 SOUTHEAST THIRD AVENUE, SUITE #4-F, FORT LAUDERDALE,
FLORIDA 33301

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That MARCELLA M. KETCHAM, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida. The address for process is 633 SOUTHEAST THIRD AVENUE, SUITE #4-F, FORT LAUDERDALE, FLORIDA 33301

ACKNOWLEDGMENT

Having been named to accept service of process for: METABOLIC DISEASE FOUNDATION, INC. at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



MARCELLA M. KETCHAM
INCORPORATOR: 633 SOUTHEAST
THIRD STREET, SUITE #4-F,
FORT LAUDERDALE, FL 33301

WE, THE UNDERSIGNED, being the original Subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the

State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hands and seal this 10th day of AUGUST, 1995.



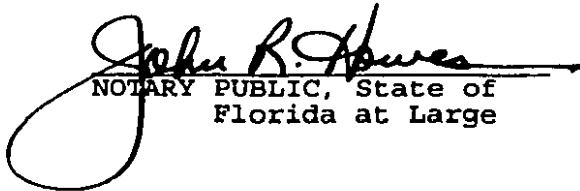
MARCELLA M. KETCHAM
INCORPORATOR
633 SOUTHEAST THIRD STREET
SUITE #4-F
FORT LAUDERDALE, FL 33301

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared: MARCELLA M. KETCHAM, who provided to me personal identification verifying that they are the persons who subscribed to the foregoing Articles of Incorporation, and they have acknowledged to me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 10th day of AUGUST, 1995.

MY COMMISSION EXPIRES:



NOTARY PUBLIC, State of
Florida at Large

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LAW OFFICES OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
TRIAL LAWYERS BUILDING - SUITE 4F
633 SOUTHEAST 3RD AVENUE
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TELEPHONE: (305) 467-2200
FT. LAUDERDALE OFFICE: (305) 467-2200
MIAMI OFFICE: (305) 467-2200
FAX: (305) 467-2200

MAILING ADDRESS:
OFFICE: 633 S. E. 3RD AVENUE, SUITE 4F
FORT LAUDERDALE, FLORIDA 33301

P95000062964

March 3, 1997

Florida Department of State
Division of Corporations
Post Office Box #6327
Tallahassee, FL 32314

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-03/05/97--01092--002
*****87.50 *****87.50

Re: **METABOLIC DISEASE FOUNDATION, INC.**
Ref. No: **P95000062964**

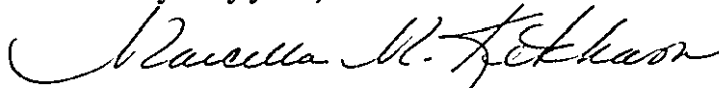
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Dear Sirs:

Pursuant to your letter to me dated February 24, 1997, you will find enclosed our check in the amount of \$87.50 to cover the cost of my Resignation as Registered Agent regarding the above-entitled corporation.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,



MARCELLA MIRANDE-KETCHAM
Paralegal for the Firm

MMK
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR - 7 AM 97
APPROVED
AND
FILED

P95000062964
OY RM/R
3-7-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

MARCELLA MIRANDE-KETCHAM
% LAW OFFICES JOHN R. HOWES
P. O. BOX 697
FORT LAUDERDALE, FL 33302

SUBJECT: METABOLIC DISEASE FOUNDATION, INC.
Ref. Number: P95000062964

We have received your document for METABOLIC DISEASE FOUNDATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00009619

SECRET
TALLAHASSEE, FLORIDA

STAMP - 7 29 94

APPROVED
FILED
CORPORATION

LAW OFFICES OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
TRIAL LAWYERS BUILDING - SUITE 4F
633 SOUTHEAST 3RD AVENUE
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FAX (954) 462-2255

MAILING ADDRESS:
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FT. LAUDERDALE, FLORIDA 33302

February 18, 1997

RESIGNATION

The undersigned Marcella Mirande-Ketcham, does hereby resign effective immediately as Registered Agent for Metabolic Disease Foundation, Inc. a Florida Corporation.

The undersigned is mailing a copy of this resignation to the last known address of said corporation which is 1815 East Commercial Blvd., Suite #105, Fort Lauderdale, FL 33308.

Dated this 18th day of February, 1997.


MARCELLA MIRANDE-KETCHAM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

971128 - 7 AM 9:45

APPROVED
AND
FILED

mmk



FLORIDA DEPARTMENT OF STATE
Sandra B. Morchum
Secretary of State

March 17, 1997

P95000062964
METABOLIC DISEASE FOUNDATION, INC.
1815 E. COMMERCIAL BLVD.
SUITE 105
FT. LAUDERDALE, FL 33308 US

SUBJECT: METABOLIC DISEASE FOUNDATION, INC.
Ref. Number: P95000062964

Our records indicate the registered agent for the above named corporation resigned on March 7, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

METABOLIC DISEASE FOUNDATION, INC.
1815 E. COMMERCIAL BLVD.
SUITE 105
FT. LAUDERDALE, FL 33308

SUBJECT: METABOLIC DISEASE FOUNDATION, INC.

Document #: P95000062964

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 997A00029304

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for METABOLIC DISEASE FOUNDATION, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of May 30, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000062964.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Thirtieth day of May, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State