

P960001395

LAW OFFICES OF
JOHN R. HOWES
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ATTORNEY & COUNSELOR AT LAW
TRIAL LAWYERS BUILDING - SUITE 4F
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FORT LAUDERDALE, FLORIDA 33301

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February 6, 1996

Division of Corporations
Corporate Records Bureau
Post Office Box #6327
Tallahassee, FL 32314

700001712647
-02/12/96--01090--006
****122.50 ****122.50

RE: METABOLIC RESEARCH ASSOCIATION, INC.

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Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Please return one (1) set to us indicating that the Articles of Incorporation were filed with your office. A self-addressed, stamped envelope has been enclosed for your convenience, along with our check in the amount of \$122.50 to cover the filing fee.

If you should have any questions regarding the foregoing, please do not hesitate to contact our office.

Very truly yours,

John R. Howes for
ROSS P. BECKERMAN

RPB/mmk
Enclosures

FILED
96 FEB 12 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN FEB 14 1996

ARTICLES OF INCORPORATION
OF
METABOLIC RESEARCH ASSOCIATION, INC.

FILED
96 FEB 12 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 RESEARCH ASSOCIATION, 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 DOLLARS (\$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 RESEARCH ASSOCIATION, 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 ONE (1) Director 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 ONE (1). 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 G. CHAPNICK, President/Vice-President/Treasurer
Secretary and Director
1881 NORTHEAST 26TH STREET, SUITE #206, WILTON MANORS, FL.
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.

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 6th day of FEBRUARY, 1996.

MY COMMISSION EXPIRES:

John R. Howes
NOTARY PUBLIC, State of
Florida at Large



JOHN R. HOWES
My Commission CC400656
Expires Aug. 18, 1996
Bonded by HAI
800-422-1555

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ACKNOWLEDGMENT

FILED
96 FEB 12 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for: METABOLIC RESEARCH ASSOCIATION, 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 6th day of FEBRUARY, 1996.



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

P96000013951

JOHN R. HOWES

A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
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633 SOUTHEAST 3RD AVENUE
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FT. LAUDERDALE, FLORIDA 33302

February 27, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
97 MAR 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: METABOLIC RESEARCH ASSOCIATION, INC., a Florida corporation

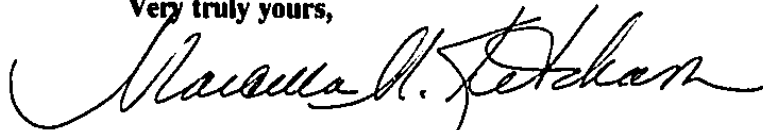
Dear Sirs:

900002108349--9
-03/10/97--01078--001
*****87.50 *****87.50

Enclosed please find my resignation as Registered Agent for Metabolic Research Association, Inc., a Florida corporation. I am sending a copy of this letter and the resignation to the last known address (as known by me) to Metabolic Research Association, Inc.

Please remove my name as Registered Agent since I have no affiliation with said corporation and no contact with any officers or directors.

Very truly yours,



MARCELLA MIRANDE-KETCHAM
PARALEGAL FOR JOHN R. HOWES, P.A.

MMK
Enclosure

PAKES
KBB
3/12

Florida Department of State, Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Marcella M. Kerzhan

(Name of registered agent)

hereby resigns as Registered Agent for Metabolic Research Assoc., Inc.

(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Marcella M. Kerzhan
(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
97 MAR 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

LAW OFFICES OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
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FAX (954) 462-2255

MAILING ADDRESS:
POST OFFICE BOX 687
FT. LAUDERDALE, FLORIDA 33302


February 27, 1997

RESIGNATION

The undersigned, MARCELLA MIRANDE-KETCHAM, does hereby resign effective immediately as Registered Agent for Metabolic Research Company, 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 27th day of FEBRUARY, 1997.


MARCELLA MIRANDE-KETCHAM
PARALEGAL FOR JOHN R. HOWES, P.A.

MMK