



THE UNITED STATES
CORPORATION
COMPANY

P97000071769

ACCOUNT NO. : 072100000032

REFERENCE : 501259 4303929

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 501259-005

CUSTOMER NO: 4303929

300002271283--7

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: METABOLIC EDUCATION AND
RESEARCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 AUG 19 PM 1:32
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 19 AM 11:27
DIVISION OF CORPORATION

SN AUG 19 1997.

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ARTICLES OF INCORPORATION
OF

METABOLIC EDUCATION AND RESEARCH, INC.

FILED

97 AUG 19 PM 1:32

STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is METABOLIC EDUCATION AND RESEARCH, INC.
(hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 7825
S.W. 48th Court, Miami, Florida 33143.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock
shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the
Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any
issue proposed to be considered at the proposed special meeting sign, date, and
deliver to the Corporation's secretary one or more written demands for the
meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 7825 S.W. 48th Court,
City of Miami, County of Dade, State of Florida 33143, and the name of its initial registered
agent at such office is Peter Weissman.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Peter Weissman
7825 S.W. 48th Court
Miami, Florida 33143

ARTICLE VII

The name of the Incorporator is Peter Weissman and the address of the Incorporator is 7825 S.W. 48 Court, Miami, Florida 33143.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14 day of August, 1997.



Peter Weissman
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of METABOLIC EDUCATION AND RESEARCH, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Peter Weissman
Registered Agent

Dated: August 14, 1997

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SEC. OF STATE
TALLAHASSEE, FLORIDA