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Christine A. Butler  
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September 29, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: SUNCOAST METABOLICS INC.

100002311181--7  
-10/03/97--01061--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find an original of the Articles of Incorporation of the above-referenced corporation for filing, together with a check made payable to the Department of State in the amount of the filing fees of \$70.00. Please send a date-stamped copy of the filed Articles of Incorporation to the address indicated above on the letterhead.

Please direct any questions to the undersigned at the above-referenced phone number. Thank you for your assistance.

Very truly yours,



Christine A. Butler

Enclosures  
CAB/jv

FILED  
97 OCT - 3 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau OCT - 3 1997

**ARTICLES OF INCORPORATION  
OF  
SUNCOAST METABOLICS INC.  
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is:

**Suncoast Metabolics Inc.**

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is:

P.O. Box 11234

Pompano Beach, Florida 33061

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

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97 OCT -3 PM 1:57  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV**

##### **PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5420 Oak Canopy Way, Ft. Lauderdale, Florida 33312, and the name of the initial Registered Agent of the Corporation at that address is Christine A. Butler.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
IAIN J. RICHMOND	P.O. Box 11234 Pompano Beach, Florida 33061

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u> CHRISTINE A. BUTLER	<u>Address</u> 5420 Oak Canopy Way Ft. Lauderdale, Florida 33312
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**ARTICLE IX**  
**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of September, 1997.

  
**CHRISTINE A. BUTLER**  
Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

Sworn to and subscribed before me this 29 day of September, 1997, by  
CHRISTINE A. BUTLER.

( ) Personally known to me; or

(X) Produced Identification; Type of Identification produced FLDOLIC  
B 346-179-54-944-0

NOTARY PUBLIC

Sign: 

Print Name:

Commission No.:

My Commission Expires:



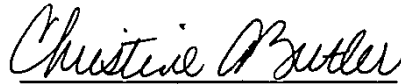
**CHARLES HAUSFELD**  
My Comm Exp. 7/22/99  
Bonded By Service Ins  
No. CC459947

( ) Personally Known (X) Other I.D.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of SUNCOAST METABOLICS INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of SUNCOAST METABOLICS INC.

Date: September 29, 1997



**CHRISTINE A. BUTLER**

Initial Registered Agent

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