

Metabolic Research Center
3229 Highway 17 North
Green Cove Springs, FL 32043
904-356-2422
800-824-3727
904-284-9174 Fax



P98000000580

December 22nd, 1997

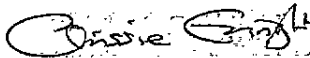
Secretary of State's Office
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

600002388386-5
-01/02/98-01067-016
****122.50 ****122.50

To Whom It May Concern:

Enclosed are two copies of Articles of Incorporation for Metabolic Research Center of Palatka, Inc., and the appropriate filing fee of \$122.50. Please make them effective as soon as possible.

Thank you,



Chrissie Enright
(904)284-4021 x206

FILED
98 JAN -2 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-29-97

CB
1-5-98

**ARTICLES OF INCORPORATION
OF
Metabolic Research Center of Palatka, Inc.**

EFFECTIVE DATE
12-29-97

ARTICLE I

NAME

The name of this corporation is **Metabolic Research Center of Palatka, Inc.**

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock having a par value of \$1 (one dollar) which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERMS OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, of this corporation in the State of Florida is 307 A. South Highway 19, Palatka, Florida 32177 and the name of the initial registered agent of this corporation at that address is Joseph Sabotin. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below two (2). The name and address of the initial Director of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043
Nina O. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

MAILING ADDRESS

The mailing address of the initial principal office of the corporation will be 3229 Highway 17 North, Green Cove Springs, Florida, 32043.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 500 shares of Common Stock at \$1.00 per share, for a total purchase price for Incorporator of \$500.00, to be paid as shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 29th day of Dec 1997.

John Soileau (SEAL)
John Soileau
Incorporator

STATE OF Florida
COUNTY OF Clay

BEFORE ME personally appeared John Soileau, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Metabolic Research Center of Palatka, Inc. and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Clay County, Florida
this 29 day of Dec, 1997.



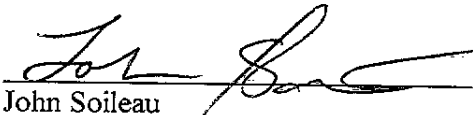
Melanie A. Oulson
My Commission CC646690
Expires May 12, 2001

Melanie A. Oulson
Notary Public, State of Florida at Large
My Commission Expires
(Notarial Seal)

**CERTIFICATION OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
Metabolic Research Center of Palatka, Inc.**

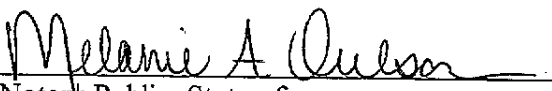
I, John Soileau, at 307 A South Highway 19, Palatka, FL 32177, do hereby consent to serve as Registered Agent for Metabolic Research Center of Palatka, Inc.


Signed this 29th day of December 1997.


John Soileau
Registered Agent

BEFORE ME personally appeared John Soileau, to me well known and known to me to be the person described in and who executed the foregoing document.

WITNESS my hand and official seal at Clay County Florida
County, Florida, this 29th day of December, 1997.


Notary Public, State of
at Large
My Commission Expires
(Notarial Seal)

 Melanie A Oulson
My Commission CC646690
Expires May 12, 2001

FILED
98 JAN -2 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA