

P980000009668

Metabolic Research Center  
3229 Highway 17 North  
Green Cove Springs, FL 32043  
904-284-4021  
904-284-9174 Fax

**METABOLIC**  
RESEARCH CENTER

January 26<sup>th</sup>, 1998

900002414579--0  
-01/28/98-01052--013  
\*\*\*\*122.50 \*\*\*\*122.50

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

To Whom It May Concern:

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

Thank you,

*Chrissie Enright*

Chrissie Enright  
(904)284-4021 x206

EFFECTIVE DATE  
1-26-98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN 28 AM 9:27

FILED

*Dmc*  
*1-29-98*

**ARTICLES OF INCORPORATION  
OF  
METABOLIC RESEARCH CENTER OF NORTH FLORIDA, INC.**

**FILED**  
98 JAN 28 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

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

**ARTICLE II**

**PURPOSE**

**EFFECTIVE DATE**  
1-26-98

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.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3229 Highway 17 N. Green Cove Springs, Florida 32043 and the name of the initial registered agent of this corporation at that address is John Soileau. 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 her seal this 26<sup>th</sup> day of Jan 1998.

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 North Florida, 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 26 day of Jan, 1998

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



Melanie A Ouisson  
My Commission CC646690  
Expires May 12, 2001

FILED

98 JAN 28 AM 9:27

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, John Soileau, at 3229 Highway 17 N. Green Cove Springs, FL 32043, do hereby consent to serve as Registered Agent for Metabolic Research Center of North Florida, Inc.

Signed this 26<sup>th</sup> day of January 19978

John Soileau  
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 26<sup>th</sup> day of January, 19978

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



Melanie A Oulson  
My Commission CC646690  
Expires May 12, 2001