

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

January 26th, 1998

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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,

This save Cing

Chrissie Enright (904)284-4021 x2O6

EFFECTIVE DATE
1-26-98

98 JAN 28 AM 9: 27
SECRETARY OF STATE
ALLOHOSSEE FLORIDA

ARTICLES OF INCORPORATION OF METABOLIC RESEARCH CENTER OF NORTH FLORIDA, INC SECRETARY OF STATE TALLAHASSEE. FLORIDA

FILED

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:

NAME	•	<u>ADDRESS</u>
T 41 FTATE		<u></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:

NAME <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

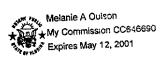
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall 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 contract, has hereunto set his hand and affixed			nt to 199 % .
	John Soileau Incorporator	L.	(SEAL)
STATE OF Houda COUNTY OF Lay BEFORE ME personally appeared John Soil person described in and who executed the fo Research Center of North Florida, Inc. and h Articles of Incorporation for the uses and pu	regoing Articles of acknowledged be	Incorporation of Metaboli fore me that he signed suc	С
WITNESS my hand and official seal at this day of day of , 199	Clay	County, <u> </u>	<u>v</u> ,
	Notary Public, Star My Commission E (Notarial Seal)		ge



FILED

CERTIFICATION OF ACCEPTANCE OF DESIGNATION OF 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 24th day of January 19978

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 County, Florida, this Oth day of C

Public, State of

at Large

My Commission Expires

(Notarial Seal)

