



PA8000014586

ACCOUNT NO. : 072100000032

REFERENCE : 705820 4303929

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 122.50

300002430043--3

ORDER DATE : February 13, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 705820-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

RECEIVED  
98 FEB 13 AM 11:42  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: METABOLIC EDUCATION AND  
RESEARCH-1, 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: Jeanine Glisar

EXAMINER'S INITIALS:

cf 2/13/98

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98 FEB 13 PM 12:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME**

METABOLIC EDUCATION AND RESEARCH, INC., a Florida corporation (the "Corporation") incorporated on August 19, 1997 does hereby grant permission and approves the filing of the Articles of Incorporation for the following corporation:

Metabolic Education and Research-1, Inc.  
a Florida corporation

The undersigned, being the President of the Corporation has executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation this 11 day of February, 1998.

METABOLIC EDUCATION AND  
RESEARCH, INC.



PETER WEISSMAN, President

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

METABOLIC EDUCATION AND RESEARCH-1, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I

The name of the corporation is METABOLIC EDUCATION AND RESEARCH-1, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 7825 S.W. 48<sup>th</sup> 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. 48<sup>th</sup> 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. 48<sup>th</sup> 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 11 day of February, 1998.

  
\_\_\_\_\_  
Peter Weissman  
Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of METABOLIC EDUCATION AND RESEARCH-1, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



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Peter Weissman  
Registered Agent

Dated: February 11, 1998