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ACCOUNT NO. : 072100000032
 REFERENCE : 966968 4725795
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 01 JAN 16 PM 14:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : January 16, 2001

ORDER TIME : 2:23 PM

ORDER NO. : 966968-005

200003568572--4

-01/24/01--01007--001

CUSTOMER NO: 4725795

*****70.00 *****70.00

CUSTOMER: Mr. Robert W. Hollweg
 Weight Watchers International,
 175 Crossways Park West
 Woodbury, NY 11797

FOREIGN FILINGS

NAME: WEIGHT WATCHERS NORTH AMERICA
 INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
 01 JAN 23 PM 3:15
 DIVISION OF CORPORATION

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER: _____

FILED
 01 JAN 23 PM 4:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Handwritten notes: h/c 1/23

Handwritten mark: 50

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. WEIGHT WATCHERS NORTH AMERICA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 52-1656141
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/25/89 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 175 CROSSWAYS PARK WEST WOODBURY, NY 11797
(Principal office address)
175 CROSSWAYS PARK WEST WOODBURY, NY 11797
(Current mailing address)
8. WEIGHT LOSS & CONTROL CLASS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert W. Hollweg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT W. HOLLWEG VP & SECRETARY
(Typed or printed name and capacity of person signing application)

WEIGHT WATCHERS NORTH AMERICA, INC.
175 CROSSWAYS PARK WEST
WOODBURY, NY 11797
FEIN: 52-1656141

DIRECTORS

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairperson	Linda Huett	175 Crossways Park West Woodbury, NY 11797
Director	Robert W. Hollweg	175 Crossways Park West Woodbury, NY 11797

OFFICERS

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Linda Huett	175 Crossways Park West Woodbury, NY 11797
VP & Secy	Robert W. Hollweg	175 Crossways Park West Woodbury, NY 11797
VP-Operations	Robert Mallow	175 Crossways Park West Woodbury, NY 11797

State of Delaware
Office of the Secretary of State PAGE 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEIGHT WATCHERS NORTH AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Secretary of State

2211529 8300

AUTHENTICATION: 0922939

010027178

DATE: 01-18-01