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CORPORATIONS  
TALLAHASSEE, FLORIDA

04 JUL 27 AM 11:06  
DIVISION OF CORPORATION

J. BRYAN JUL 26 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 646953 7213916
AUTHORIZATION : Patricia Pijute
COST LIMIT : \$ 125.00

ORDER DATE : May 13, 2004
ORDER TIME : 10:20 AM
ORDER NO. : 646953-020
CUSTOMER NO: 7213916
CUSTOMER: Mr. William Mandel
Loeb & Loeb Llp
Suite 2200
10100 Santa Monica Boulevard
Los Angeles, CA 90067

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WELLS FARGO CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SMOOTOPIA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Snootopia, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. May 13, 2004  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 Alton Road, Unit 2407, Miami, Florida 33139

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

Mark Weider, 400 Alton Road, Unit 2407, Miami, Florida 33139

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: retail sales of  
smoothie drinks

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes  
an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Typed or printed name of signer

BERNARD J. CARTOON, SECRETARY  
WEIDER HEALTH AND FITNESS, MEMBER

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JULY 27 2004  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

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JIMMY'S REGISTRATIONS  
TALLAHASSEE, FLORIDA

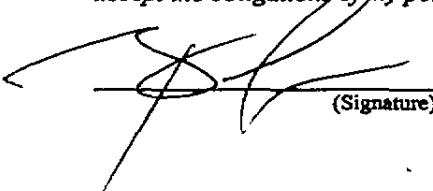
1. The name of the Limited Liability Company is:

Smootopia, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)  
1201 Hays Street  
Florida street address (P.O. Box NOT ACCEPTABLE)  
Tallahassee FL 32301  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*



Brian Courtney  
Asst. V. Pres.

(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# Delaware

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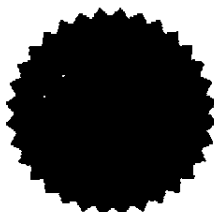
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMOOTOPIA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMOOTOPIA, LLC" WAS FORMED ON THE THIRTEENTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA



3802957 8300

040545935

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3255592

DATE: 07-26-04