

FOI 000005371

PERKINS COLE LLP

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TELEPHONE: 650 838-4300 • FACSIMILE: 650 838-4350

October 10, 2001

VIA OVERNIGHT DELIVERY

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: RTB Acquisition Corp.

400004634294--1001
-10/12/01--01026--008
*****70.00 *****70.00

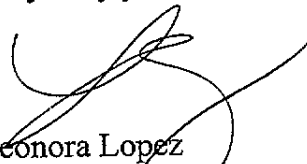
Ladies and Gentlemen:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida that we forward to you for filing with your office. Also enclosed is a Certificate of Good Standing issued by the State of Delaware and a check in the amount of \$70.00 representing the appropriate filing fee.

Please forward the letter of acknowledgement to our office in the enclosed envelope. Also, please file/stamp the copy of the application and return it to our office in the additional return FedEx envelope provided.

Should you have any questions regarding the foregoing, please contact me at (650) 838-4339.

Very truly yours,


Leonora Lopez
Corporate Paralegal

LNL:lnl

Enclosure

FILED
01 OCT 12 PM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4mth
10/16

[BY012830.037]

**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.*

1. RTB Acquisition Corp.
(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
(State or country under the law of which it is incorporated)
3. 94-3392608
(FEI number, if applicable)
4. November 17, 2000
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10350 Heritage Park Drive, Ste. 202
Santa Fe Springs, CA 90670
(Current mailing address)
8. Development and sale of back care specialty products
(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: NRAI Services, Inc.
Office Address: 526 E. Park Ave.
Tallahassee, Florida, 32301
(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.

NRAI SERVICES, INC.

Donna Ellison

(Registered agent's signature)

DONNA ELLISON, ASSISTANT SECRETARY

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.

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01 OCT 12 PM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Nathan Bell

Address: c/o Pacific Mezzanine Fund; 2200 Powell St., Ste. 1250
Emeryville, CA 94608

Vice Chairman: _____

Address: _____

Director: Michael Lee

Address: c/o Dominion Ventures, Inc.; 1656 No. California Blvd., Ste. 300
Walnut Creek, CA 94596

Director: Stephen P. Anderson

Address: c/o Relax the Back; 10350 Heritage Park Dr. Ste. 202
Santa Fe Springs, CA 90670

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Stephen P. Anderson

Address: c/o Relax the Back; 10350 Heritage Park Dr. Ste. 202
Santa Fe Springs, CA 90670

Vice President: _____

Address: _____

Secretary: Pamela Hicks

Address: c/o Relax the Back; 10350 Heritage Park Dr. Ste. 202
Santa Fe Springs, CA 90670

Treasurer: Pamela Hicks

Address: c/o Relax the Back; 10350 Heritage Park Dr. Ste. 202
Santa Fe Springs, CA 90670

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

-14. _____

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RTB ACQUISITION CORP." 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 NINTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RTB ACQUISITION CORP." WAS INCORPORATED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2000.

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

FILED
01 OCT 12 PM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3318135 8300

AUTHENTICATION: 1381149

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DATE: 10-09-01