

F02000003597

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bariatric Resources, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign ~~Not~~ for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced ~~for~~ for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

200005371242--6

-04/29/02--01113--012
*****78.75 *****78.75

Lawrence A. Caplan, Esq.
(Name of Person)

Lawrence A. Caplan, P.A.
(Firm/Company)

2200 Corporate Blvd, Suite 314
(Address)

Boca Raton, FL 33431
(City/State and Zip Code)

02 JUL 15 PM 3:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LC 7/15

For further information concerning this matter, please call:

Lawrence A. Caplan at (561) 988-6009
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

W02-12975

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

SP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 7, 2002

LAWRENCE A. CAPLAN, ESQ.
LAWRENCE A. CAPLAN, P.A.
2200 CORPORATE BLVD., SUITE 314
BOCA RATON, FL 33431

SUBJECT: BARIATRIC RESOURCES, INC.
Ref. Number: W02000012975

We have received your document for BARIATRIC RESOURCES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The Florida corporation by this name is still active. Please complete and submit the enclosed form to dissolve the Florida corporation.

The certificate of existence we require is not the same as the certificate of merger you submitted. Please submit a certificate of existence from the British Virgin Islands.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 702A00028473

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 15 PM 3:00
DOME - SEE ATTACHED

LAWRENCE A. CAPLAN, P.A.

ATTORNEY AT LAW

2200 CORPORATE BLVD., SUITE 314

BOCA RATON, FLORIDA 33431

TELEPHONE: (561) 988-6009

FACSIMILE: (561) 982-7074

E-MAIL: INTLTAXCORPLAW@AOL.COM

WWW.VIRTUALLAW.COM

ADMITTED: FLORIDA, CALIFORNIA, OREGON, U.S. TAX COURT

June 6, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Att: Lee Rivers-Document Specialist

Re: Bariatric Resources, Inc.-Ref No.W02000012975

Dear Mr. Rivers:

Pursuant to your letter of May 7th, I am enclosing the executed Articles of Dissolution for Bariatric Resources, Inc., along with a check in the amount of \$35 to cover costs of filing. After processing this dissolution, please process the application for authorization to do business for Bariatric Resources, Inc. (BVI), which was previously submitted along with a check for \$78.75. I am also enclosing a copy of the original Certificate of Incorporation from the British Virgin Islands as per your request.

If you have any questions, please feel free to contact me directly at 561.988.6009.

Very truly yours,


Lawrence A. Caplan

LAC/dw

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 JUL 15 PM 3:00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 2002

LAWRENCE A. CAPLAN, ESQ.
LAWRENCE A. CAPLAN, P.A.
2200 CORPORATE BLVD., SUITE 314
BOCA RATON, FL 33431

SUBJECT: BARIATRIC RESOURCES, INC.
Ref. Number: W02000012975

We have received your document for BARIATRIC RESOURCES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Thank you for submitting your check and form for the Florida corporation; they have been forwarded to the proper department for handling.

The certificate of existence must be an original, no more than 90 days old. The photocopied certificate you submitted for the BVI corporation is dated November 20, 2001. Please return this letter with an original certificate which is no more than 90 days old.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 102A00038365

FILED
JUL 15 PM 3:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LAWRENCE A. CAPLAN, P.A.

ATTORNEY AT LAW

2200 CORPORATE BLVD., SUITE 314

BOCA RATON, FLORIDA 33431

TELEPHONE: (561) 988-6009

FACSIMILE: (561) 982-7074

E-MAIL: INTLTAXCORPLAW@AOL.COM

WWW.VIRTUALLAW.COM

ADMITTED: FLORIDA, CALIFORNIA, OREGON, U.S. TAX COURT

July 12, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Att: Lee Rivers

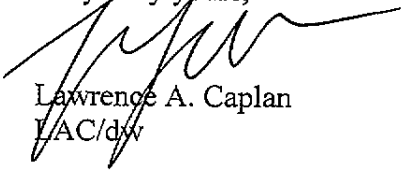
Re: Bariatric Resources, Inc. - #W02000012975

Dear Sirs:

I am enclosing a Certificate of Good Standing for Bariatric Resources, Inc. in the British Virgin Islands. I have previously filed an application for Authorization to Conduct Business in the State of Florida and paid the \$78.75 filing fee as required (see attached letter from your office).

Please process the application at your earliest convenience.

Very truly yours,


Lawrence A. Caplan
LAC/dw

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 15 PM 3:00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

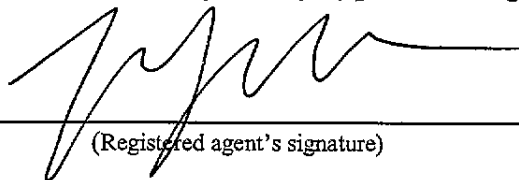
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Bariatric Resources, 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. British Virgin Islands 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/20/01 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. 4800 NE 20th Terr., Ste. 303, Fort Lauderdale, FL 33308
(Principal office address)
- Same
(Current mailing address)
8. Medical Research & Development
(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: Lawrence A. Caplan, Esq.
- Office Address: 2200 Corporate Blvd., Ste 314
Boca Raton, Florida 33431
(City) (Zip code)

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DIVISION OF CORPORATIONS
02 JUL 15 PM 3:00

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.


(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: Company Managers, Ltd.
Address: P.O. Box 556
Charlestown Nevis, Nevis

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 15 PM 3:00

B. OFFICERS

President: Rita Marema

Address: 4800 NE 20th Terr., Suite 303
Fort Lauderdale, FL 33308

Vice President: _____

Address: _____

Secretary: ATC Trustees (BVI) Limited

Address: 2nd Floor, Abbott Building, PO Box 933, Road Town, Tortola
British Virgin Islands

Treasurer: _____

Address: _____

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

13. Rita Marema, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rita M. Marema, President
(Typed or printed name and capacity of person signing application)



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING (Section 114)

No. 470255

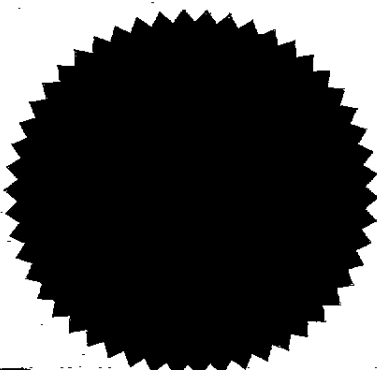
BARIATRIC RESOURCES INC.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 20th day of November, 2001 as Company No. 470255 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 15 PM 3:00

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 27th day of June, 2002



REGISTRAR OF COMPANIES

CRTI0040

