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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

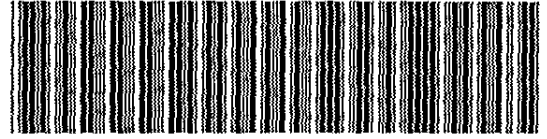
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA



TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SHAPE UP SISTERS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JOHN C. CROWLEY
(Name of Person)

(Firm/Company)

4460 HODGES BLVD SUITE 1912
(Address)

JACKSONVILLE, FL 32224
(City/State and Zip code)

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For further information concerning this matter, please call:

JOHN C. CROWLEY at (904) 992-0476
(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

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

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. SHAPE UP SISTERS, 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. PUERTO RICO 3. 66-0608459
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 5, 2002 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. CALLE RAFAEL LASA #31 AGUAS BUENAS, PR 00703
(Principal office address)

SAME AS ABOVE
(Current mailing address)

8. FRANCHISE SALES
(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: DAVID S. WAINERT II, ESQ.

Office Address: 6 EAST BAY ST. SUITE 550

JACKSONVILLE, Florida 32202
(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.


(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.

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

A. DIRECTORS

Chairman: JOHN C. CROWLEY

Address: 4460 HODGES BLVD SUITE 1902
JACKSONVILLE, FL 32224

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: MARIA F. RODRIGUEZ

Address: HC-01 BOX 6232
AGUAS BUENAS, PR 00703

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

14. JOHN C. CROWLEY / CHAIRMAN
(Typed or printed name and capacity of person signing application)



**COMMONWEALTH OF PUERTO RICO
DEPARTMENT OF STATE
SAN JUAN PUERTO RICO**

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TALLAHASSEE, FLORIDA

I, **GRICEL FALGAS RODRIGUEZ**, Assistant Director, of the Corporate Registry of the Department of State of the Commonwealth of Puerto Rico,

CERTIFY: That **SHAPE UP SISTERS, INC.**, file 126,273 is a profit corporation organized under the laws of Puerto Rico on March 5, 2002 a la 1:16 p.m.

IN WITNESS WHEREOF, the undersigned
by virtue of the authority vested by laws,
hereby issue this certificate in the City of
San Juan, Puerto Rico today September 9, of
the year two-thousand two.

Grisel Falgás Rodríguez
Assistant Director
Corporate Registry

2003003211