

F03000003620

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900021483459

07/18/03--01028--002 **70.00

FILED

2003 JUL 18 PM 4:48

FLORIDA CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 22 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DietSmart, 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:

Jennifer Lupo, Chief Legal Officer

(Name of Person)

eDiets.com, Inc.

(Firm/Company)

341 Lafayette Street, P.O. Box 967

(Address)

New York, NY 10012

(City/State and Zip code)

FILED
2003 JUL 18 PM 4:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Jennifer Lupo

(Name of Person)

at (212) 228-9868

(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. DietSmart, 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

(State or country under the law of which it is incorporated)

3. 560952883

(FEI number, if applicable)

4. 10/16/2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 5/28/2003

(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. 3801 W. Hillsboro Blvd., Deerfield Beach, FL 33442

(Principal office address)

3801 W. Hillsboro Blvd., Deerfield Beach, FL 33442

(Current mailing address)

8. Online diet and fitness-related services.

(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: Robert T. Hamilton, C.F.O.

Office Address: 3801 W. Hillsboro Blvd.

Deerfield Beach

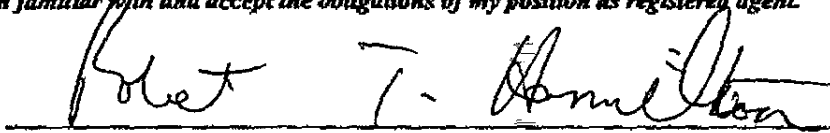
(City)

Florida 33442

(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.

FILED
2003 JUL 18 PM 4:48
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE

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

A. DIRECTORS

Chairman: David R. HumbleAddress: 3801 W. Hillsboro Blvd.Deerfield Beach, FL 33442Vice Chairman: See Amendment "A"

Address: _____

Director: See Amendment "A"

Address: _____

Director: See Amendment "A"

Address: _____

B. OFFICERS

President: David R. HumbleAddress: 3801 W. Hillsboro Blvd.Deerfield Beach, FL 33442Vice President: Sheryl A. Gatto; M. Roshelle HirvonenAddress: 3801 W. Hillsboro Blvd.Deerfield Beach, FL 33442Secretary: Robert T. HamiltonAddress: 3801 W. Hillsboro Blvd., Deerfield Beach, FL 33442Treasurer: Robert T. HamiltonAddress: 3801 W. Hillsboro Blvd., Deerfield Beach, FL 33442

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

13. Robert T. Hamilton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. ROBERT T. HAMILTON
(Typed or printed name and capacity of person signing application)FILED
2003 JUL 18 PM 4:48
TALLAHASSEE, FLORIDA

AMENDMENT "A"
Application By Foreign Corporation For Authorization to Transact Business in
Florida
(Amendment to Section 12(A))

DIRECTORS.

1. Director: David R. Humble, Chairman
Address: 3801 W. Hillsboro Blvd., Deerfield Beach, FL 33442
2. Director: Lee S. Isgur
Address: 1 Cedar Lane, Woodside, CA 94062
3. Director: Isaac Kier
Address: 1775 Broadway, Suite 604, New York, NY 10024
4. Director: Ciaran G. McCourt
Address: 29 N. Anne Street, Cuckoo Lane, Smithfield, Dublin 7, Ireland
5. Director: Pedro N. Ortega-Dardet
Address: 2121 Ponce de Leon, Suite 530, Coral Gables, FL 33134

FILED
2003 JUL 18 PM 4:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

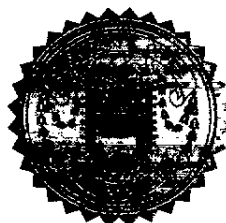
Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIETSMART, 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 FIFTEENTH DAY OF MAY, A.D. 2003.

FILED
2003 JUL 18 PM 4:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3437816 8300

AUTHENTICATION: 2419204