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\$9215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

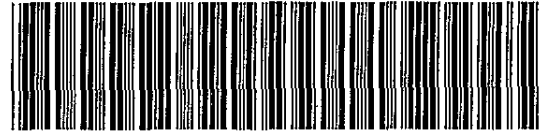
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04 JUL 27 PM 4:36
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

W04-2/847

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ediets, 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:

Jason L. Scarberry

(Name of Person)

Wasserstrom Giuliani, P.A.

(Firm/Company)

1909 Tyler Street - Penthouse

(Address)

Hollywood, FL 33020

(City/State and Zip code)

For further information concerning this matter, please call:

Jason Scarberry

(Name of Person)

at (954) 925-0961

(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:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|---|---|---|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 7, 2004

JASON L. SCARBERRY
WASSERSTROM GIULIANI, P.A.
1909 TYLER STREET - PENTHOUSE
HOLLYWOOD, FL 33020

SUBJECT: EDIETS, INC.
Ref. Number: W04000021867

We have received your document for EDIETS, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$9,215.00.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 104A00038669

TOPPING, KESSLER & CO.

A Partnership of Professional Associations

Certified Public Accountants

Elliot S. Kessler, C.P.A.
David T. Topping, C.P.A.
Jerome J. Topping, C.P.A.

Sheridan Hills Professional Plaza
4020 Sheridan Street, Suite C
Hollywood, Florida 33021
Broward (954) 983-5800
Fax (954) 983-0001
FL (800) 273-4524
cpa@topkes.com

July 19, 2004

Ms. Michelle Hodges
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ediets, Inc.
EIN: 65-0687110

Ref. Number: W04000021867

Dear Michelle,

We are responding to the attached letter dated June 7, 2004. We believe the penalties assessed regarding Ediets, Inc.'s failure to qualify to do business in Florida should be abated based on a reasonable cause exception included in the Florida Statutes §213.21. The following will present the facts and circumstances surrounding Ediets, Inc. and Ediets.com, Inc., and the unintentional oversight regarding qualifying to do business in Florida.

Ediets, Inc. EIN 65-0687110 was incorporated in Delaware on March 18, 1996. Ediets, Inc. was formerly known as Self/Help Technologies, Inc. (Self/Help). Self/Help was incorporated in Florida on July 11, 1996 and subsequently changed its name to Ediets, Inc. on June 30, 1999. However, on the form (attached) "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" the name change was incorrect. The form stated that Self/Help requested a name change to Ediets.com, Inc. and it should have changed its name to Ediets, Inc. As you can see, the confusion lies in the similarities of the name. So as time progressed, Florida has on file annual reports for 1997-2003 for Ediets.com, Inc. using Ediets, Inc. EIN number 65-0687110.

However, it was not until 2004, when the State of Florida changed its procedures for filing annual reports and the Company asked us to file the annual reports on their behalf when they received the postcards in the mail. In the past, they had received the preprinted forms and filed the reports on their own. This was the time we noticed that only one postcard was mailed with the name Ediets.com and the Company did not

receive one for Ediets, Inc. Since the taxpayer has discovered this issue, they have taken immediate action to rectify the filings with the Florida Department of State. Based on the website www.sunbiz.org, the Ediets, Inc. filings have been transferred to Ediets.com. However, in reality, Ediets.com, Inc. EIN 56-0952883 was the legal entity that had not qualified to do business in Florida. Ediets.com, Inc. was formerly known as Olas, Inc. and in conjunction with a reverse merger on November 17, 1999, Olas, Inc. changed its name to Ediets.com, Inc. Olas, Inc. was incorporated in Delaware as of March 24, 1992 and Ediets.com came into existence upon the merger on November 17, 1999.

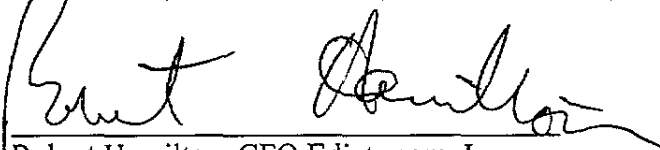
Taking into consideration the facts presented above, the taxpayer was unaware that Ediets.com, Inc. was not registered to do business in Florida. Ediets.com, Inc. is the parent of a public company, with one of its wholly owned subsidiaries being Ediets, Inc. Ediets.com, Inc. is a Florida based business for several years employing more than 150 people. The intention of the Company is to be in good standing with the State and wishes to qualify to do business in Florida and pay the appropriate annual report fees. However, we hereby request that the penalties associated with the failure to qualify to do business in Florida be abated based on the reasonable cause exception. With the exception of these filings we have timely filed all required returns without the benefit of use of a reasonable cause exception. In addition, the history of tax filings demonstrate that the Company have always been in compliance and have timely filed all of their returns.

If you have any further questions regarding this response, please contact me at 954-983-5800.

Sincerely,


David Topping

Under penalties of perjury, I declare that to the best of my knowledge and belief the information presented in this penalty waiver request is true, correct, and complete.


Robert Hamilton, CFO Ediets.com, Inc.

Copy to Jason Scarberry, Wasserstrom Guilianti, P.A.

06/30/99 15:12 FAX 581 686 5442

Nason Yeager et al

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. SELF/HELP TECHNOLOGIES - INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. July 11, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETED ONLY THE APPLICATION CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 4, 1999
5. eDicts.com, inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate a new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
99 JUN 30 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David R. Humble
Signature

June 17, 1999
Date

David R. Humble
Type or printed name

President
Title

F:\DOCS\5072\10742\Foreign\FL\AMend.gip.doc

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ark A. Pachman, Esq. (FL Bar No. 0486299)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
(561) 686-3307

**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. **Ediets, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

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

3. **65-0687110**

(FEI number, if applicable)

4. **March 18, 1996**

(Date of incorporation)

5. **Perpetual**

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

6. **March 18, 1996**

(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.

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

04 JUL 27 PM 4:36
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: David R. Humble

Address: W.
3801 Hillsboro Blvd.

Deerfield Beach, FL 33442

Vice Chairman: Alison G. Tanner Director of Investor Relations *e N/A*

Address: ~~3801 Hillsboro Blvd.~~ *e*

~~Deerfield Beach, FL 33442~~ *e*

Director: (S) Isaac Kier

Address: Broadway
1775 Broadway Ste 604

New York, NY 10019

Director: Lee S. Igur

Address: One Cedar Lane

Woodside, CA 94062

B. OFFICERS

President: David R. Humble

Address: W.
3801 Hillsboro Blvd.

Deerfield Beach, FL 33442

Vice President: _____

Address: _____

Secretary: Robert T. Hamilton

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

Treasurer: Robert T. Hamilton

Address: W.
3801 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 Director or Officer listed in number 12 of the application)

14. Robert T. Hamilton, Secretary
(Typed or printed name and capacity of person signing application)

Directors

(S) Pedro Ortega
2121 Ponce De Leon Blvd. – Suite 530
Coral Gables, FL 33134

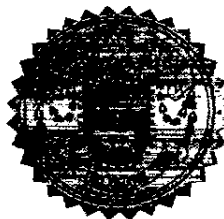
Ciaran McCourt
3801 Hillsboro Blvd.
Deerfield Beach, FL 33442

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDIETS, 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 FOURTEENTH DAY OF MAY, A.D. 2004.



2603844 8300

040320320

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3112584

DATE: 05-14-04