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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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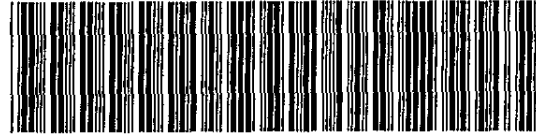
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BRYAN DEC 7 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HealtheTech, 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:

Kelli Kast

(Name of Person)

HealtheTech, Inc.

(Firm/Company)

523 Park Point Drive - 3rd Floor

(Address)

Golden, CO 80401

(City/State and Zip code)

For further information concerning this matter, please call:

Darlene Braden

(Name of Person)

at (720) 746-3316

(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. HealtheTech, Incorporated
(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 3. 77-0478611
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 23, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. approx. 12-1-04
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1207 NE 92nd Street - Miami Shores, FL 33138
(Principal office address)
- 1207 NE 92nd Street - Miami Shores, FL 33138
(Current mailing address)
8. Manufacture & Sale of Resting Metabolic Rate Medical Device
(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 NOT acceptable)
- Name: NRAI Services, Inc.
- Office Address: 526 E. Park Avenue
- Tallahassee, Florida 32301
(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.

NRAI Services, Inc.

Zulema M. Howarth, Asst. Secy
(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: James Dennis

Address: 523 Park Point Drive, 3rd Floor

Golden, CO 80401

Vice Chairman: _____

Address: _____

Director: Art Samberg

Address: 523 Park Point Drive, 3rd Floor

Golden, CO 80401

Director: Gerald Laber

Address: 523 Park Point Drive, 3rd Floor

Golden, CO 80401

B. OFFICERS

President: Alexander (Sandy) MacPherson

Address: 523 Park Point Drive, 3rd Floor

Golden, CO 80401

Vice President: Rick Fresia

Address: 523 Park Point Drive, 3rd Floor

Golden, CO 80401

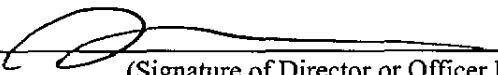
Secretary: Alexander (Sandy) MacPherson

Address: 523 Park Point Drive, 3rd Floor - Golden, CO 80401

Treasurer: Rick Fresia

Address: 523 Park Point Drive, 3rd Floor - Golden, CO 80401

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Alexander (Sandy) MacPherson - President & COO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Additional Directors

Vern Brunner
523 Park Point Drive, 3rd Floor
Golden, CO 80401

Rob Theis
523 Park Point Drive, 3rd Floor
Golden, CO 80401

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COMMUNICATIONS
GALLATINSEE, FLORIDA

Delaware

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The First State

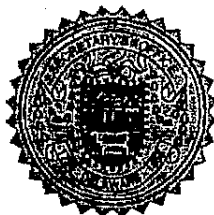
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHETECH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHETECH, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3324812

DATE: 08-31-04