

FO6000005552

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

Central
BODY SHOP AQUISITION CORP.

Certificate of Status	1
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Page Count	0405
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8/25/06



August 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: BODY SHOP ACQUISITION CORP.
REF: W06000037241

We have received your document for BODY SHOP ACQUISITION CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please return your document, along with 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) 245-6933.

Dale White
Document Specialist

FAX Aud. #: H06000211081
Letter Number: 706A00051833

RESUBMIT

P.O BOX 6327 - Tallahassee, Florida 32314

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**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. Body Central Acquisition Corp.
(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. 14-1972231
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 1, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. c/o WestView Capital Partners, L.P.
(Principal office address)
One International Place, Seventh Floor, Boston, MA 02110
(Current mailing address)
8. To act as a holding company
(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: Corporation Service Company
- Office Address: 1201 Hays Street
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.
- Corporation Service Company
By: Georgia Byron
Georgia Byron (Registered agent's signature) Assistant VP
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:

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STATE
TALLAHASSEE, FLORIDA**A. DIRECTORS**Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Carlo A. von SchroeterAddress: c/o WestView Capital Partners, L.P.One International Place, Seventh Floor, Boston, MA 02110Director: Matthew T. CarrollAddress: c/o WestView Capital Partners, L.P.One International Place, Seventh Floor, Boston, MA 02110**B. OFFICERS**President: Carlo A. von SchroeterAddress: c/o WestView Capital Partners, L.P.One International Place, Seventh Floor, Boston, MA 02110Vice President: George KolberAddress: c/o WestView Capital Partners, L.P.One International Place, Seventh Floor, Boston, MA 02110Secretary: Matthew T. CarrollAddress: c/o WestView Capital Partners, L.P., One International Place, Seventh Floor, Boston, MA 02110Treasurer: Matthew T. CarrollAddress: c/o WestView Capital Partners, L.P., One International Place, Seventh Floor, Boston, MA 02110

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. Matthew T. Carroll, Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BODY CENTRAL ACQUISITION CORP." 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 TWENTY-FIRST DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BODY CENTRAL ACQUISITION CORP." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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STATE

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060779471



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4988005

DATE: 08-21-06

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