

# F/110000000964

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

001668.143934

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**FOREIGN PROFIT/NONPROFIT CORPORATION  
THE FRS COMPANY**

Certificate of Status	0
Certified Copy	1
Page Count	05
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
MR 03/17

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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. The FRS Company**

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

The FRS Healthy Energy Company

(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. 61-1459175**

(FEI number, if applicable)

**4. 4/12/07**

(Date of incorporation)

**5. Perpetual**

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

**6. 3/28/08**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404**

(Principal office address)

Same as Principal Address

(Current mailing address)

**8. Any act or activity permissible under the Florida Corporations Code.**

(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: 515 E. Park Avenue

Tallahassee

(City)

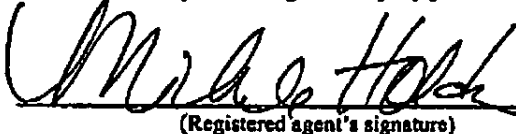
, Florida 32301

(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.*

Michele Holden,  
Asst. Secretary



(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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TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: James R. Quandt

Address: 15 Enterprise, Suite 545  
Aliso Viejo, CA 92656

Vice Chairman: Frederic W. Harman

Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301

Director: Lance Armstrong

Address: c/o 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404  
Richard Rosenblatt- c/o 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404

Director: Peter Sealey

Address: c/o 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404  
Brian Swette- c/o 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404

B. OFFICERS

President: Carl Sweat

Address: 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: David Henderson

Address: 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404

Treasurer: David Henderson

Address: 101 Lincoln Centre Drive, Suite 500, Foster City, CA 94404

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. David Henderson, Chief Financial Officer and Corporate Secretary

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

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# Delaware

*The First State*

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SECRETARY OF STATE  
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "THE FRS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF APRIL, A.D. 2007, AT 11:48 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF APRIL, A.D. 2007, AT 9:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF APRIL, A.D. 2007, AT 8:30 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF MAY, A.D. 2007, AT 1:19 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NEW SUN NUTRITION, INC." TO "THE FRS COMPANY", FILED THE SEVENTEENTH DAY OF JULY, A.D. 2007, AT 6:20 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF MAY, A.D. 2008,

4333221 8310

110131511

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8547823

DATE: 02-08-11

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# Delaware

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*The First State*

AT 3:15 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF MARCH,  
2009, AT 8:09 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF FEBRUARY,  
A.D. 2010, AT 12:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID RESTATED CERTIFICATE IS THE FOURTEENTH DAY OF  
FEBRUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "THE FRS COMPANY".

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE FRS  
COMPANY" WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D.  
2007.

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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TALLAHASSEE FLORIDA

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8547823

DATE: 02-08-11

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