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Florida Department of State
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Division of Corporations
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**FOREIGN PROFIT/NONPROFIT CORPORATION
CORNERSTONE NUTRITION GROUP HOLDING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12 APR 10 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Cornerstone Nutrition Group Holding Corp.

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

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

2. Delaware 3. 45-4885765
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 20, 2012 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
(Principal office address)
5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
(Current mailing address)

8. 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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By:

Sharon R. Kresz
(Registered agent's signature)

Sharon R. Kresz
Assistant Secretary

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:

FL019 - 0203/2005 CT System Online

A. DIRECTORS

Chairman: [See Attached Exhibit A]

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: [See Attached Exhibit A]

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael J. McConvery, Vice President

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

Cornerstone Nutrition Group Holding Corp.

**Exhibit A to Application by Foreign Corporation for Authorization
to Transact Business in Florida**

Directors:

Clarence E. Terry
5200 Town Center Circle, Suite 600
Boca Raton, FL 33486

David Stefko
5200 Town Center Circle, Suite 600
Boca Raton, FL 33486

Mike Beardall
900 S. Depot Rd.
Ogden, UT 84404

Officers:

Mike Beardall, Chief Executive Officer
900 S. Depot Rd.
Ogden, UT 84404

Jared Leishman, Chief Financial Officer and Secretary
900 S. Depot Rd.
Ogden, UT 84404

Michael J. McConvery, Vice President and Assistant Secretary
5200 Town Center Circle, Suite 600
Boca Raton, FL 33486

Melissa Klafter, Vice President and Assistant Treasurer
5200 Town Center Circle, Suite 600
Boca Raton, FL 33486

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CLERK OF DISTRICT COURT
JANUARY 21 2012

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORNERSTONE NUTRITION GROUP HOLDING 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 NINTH DAY OF APRIL, A.D. 2012.

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

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HARRISBURG, PA 17101



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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9489829

DATE: 04-09-12