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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

100001691131  
-01/17/96--01102--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: BJM, Inc. d/b/a BJM Flora-Bama, 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:

Robert D. Drinkwater  
(Name of Person)

Brunini, Grantham, Grower & Hewes, PLLC  
(Firm/Company)

248 E. Capitol Street, Suite 1400  
(Address)

Jackson, MS 39201  
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Robert D. Drinkwater at ( 601 ) 948-3101  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC  
ATTORNEYS AT LAW

January 16, 1996

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OF COUNSEL

Secretary of State of Alabama  
Corporations Division  
Qualification Section  
409 E. Gaines Street  
Tallahassee, FL 32399  
VIA FEDERAL EXPRESS

Re: BJM, Inc. d/b/a BJM Flora-Bama, Inc.

Dear Sirs:

I am enclosing a certificate of authority for BJM, Inc., a Mississippi corporation to do business in the state of Florida. I have enclosed a check in the amount of \$70.00 for the filing fee, and an original certificate of existence of the corporation. In addition, I am enclosing a certificate of the corporate resolution adopted by the company adopting the name BJM Flora-Bama, Inc. for use in Florida, as the name BJM, Inc. was not available for use. Please return the filed certificate to me at the address shown above. Please let me know if you have any questions, and thank you for your assistance in this matter.

Sincerely,

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC

*Regina Proctor*

Regina A. Proctor  
Legal Assistant

Enclosures

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**BJM, INC.**

December 28, 1995

The undersigned duly elected and qualified secretary of BJM, Inc., a corporation duly organized and existing under the laws of Mississippi ("Corporation") does hereby certify that the following resolutions were adopted by the Board of Directors of the Corporation by unanimous written consent effective December 28, 1995, and such resolutions have not been modified, amended, or repealed and are in full force and effect.

RESOLVED, that the Corporation hereby adopts the name BJM Flora-Bama, Inc. for use in the State of Florida for all purposes.

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business with the State of Florida under the name of BJM Flora-Bama, Inc.

FURTHER RESOLVED, that all activities and business of the corporation with the State of Florida shall be carried out under the name BJM Flora-Bama, Inc.

Executed this the 28th day of December, 1995.

BJM, INC.

BY:



Robert S. Jacobs, Jr., Secretary

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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. HJM, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Mississippi  
(State or country under the law of which it is incorporated)
3. 64-0869221  
(FEI number, if applicable)
4. December 6, 1995  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 440 Cedars of Lebanon  
Jackson, MS 39206  
(Current mailing address)
8. weight loss and maintenance counseling  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: Robert S. Jacobs, Sr.  
Office Address: 5400-305 Eagles Point Circle  
Sarasota, Florida, 34231  
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert S. Jacobs, Jr.

Address: 440 Cedars of Lebanon, Jackson, MS 39206

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Robert S. Jacobs, Jr.

Address: 440 Cedars of Lebanon, Jackson, MS 39206

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

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


Secretary: Robert S. Jacobs, Jr.

Address: 440 Cedars of Lebanon, Jackson, MS 39206

Treasurer: Robert S. Jacobs, Jr.

Address: 440 Cedars of Lebanon, Jackson, MS 39206

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert S. Jacobs, Jr., President  
(Typed or printed name and capacity of person signing application)

# State of Mississippi

Office of the Secretary of State

Dick Molpus, Secretary of State  
Jackson, Mississippi

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## CERTIFICATE OF EXISTENCE/AUTHORITY

I, DICK MOLPUS, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on December 06, 1995 the state of Mississippi issued a Charter/Certificate of Authority to:

BJM, INC.

That the state of incorporation is MISSISSIPPI.


That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand  
and seal of office  
December 14, 1995



DICK MOLPUS  
Secretary of State

