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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: WELLQUEST, INC.

AUDIT NUMBER.....H96000014132

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WELLQUEST, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. New York
(State or country under the law of which it is incorporated)
3. 5/9/93 4. Perpetual
(Date of Incorporation) (Duration)
5. 13-3833143
(Federal Employer Identification number, if applicable)
6. Upon Filing
(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)
7. 635 Madison Ave.-Suite 400, New York, NY 10022
(Current mailing address)
8. any and all legal activities and the selling of corporate wellness services
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Shirley Vituli
Address: 799 Park Avenue, New York, NY 10021

Vice Chairman: None
Address: _____

Director: Shirley Vituli
Address: 799 Park Ave., New York, NY 10021

Director: _____
Address: _____

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B. Officers:

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President: Philip TummarelloAddress: 35 Hyde Road, Bloomfield, NJ 07003Vice President: Jeffrey VituliAddress: 9 Ferndale Road, New City, NY 10956Secretary: Jeffrey VituliAddress: 9 Ferndale Rd., New City, NY 10956Treasurer: Jeffrey VituliAddress: 9 Ferndale Rd., New City, NY 10956

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: Philip TummarelloOffice Address: 4568 Edenwoods CircleOrlandoFlorida32810

Zip Code

11. 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: Philip Tummarello

12. 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.

13. Jeffrey Vituli

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jeffrey Vituli, Vice Pres

(Name and capacity of person signing application)

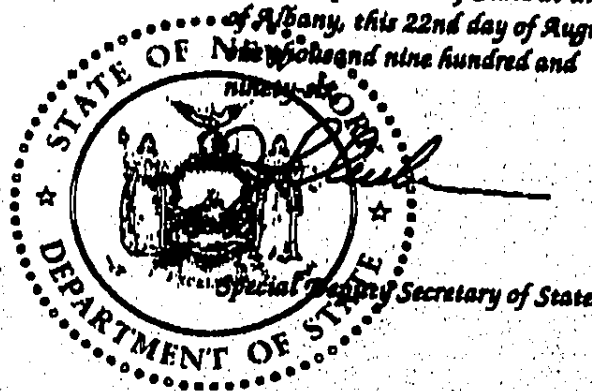
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State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of WELLQUAT, INC. was filed on 05/09/1995, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of August
nineteen hundred and



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