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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-4000
904-222-5593 FAX

800-342-8086

CSC networks
PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140475 61211A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : October 31, 1996

ORDER TIME : 11:0 AM

ORDER NO. : 140475-005

CUSTOMER NO: 61211A

CUSTOMER: Mr. Anthony J. Marino
Mr. Anthony Marino
28 Rose Lane #16

400001995284--1

Danbury, CT 06811-3783

FOREIGN FILINGS

NAME: THE DIET WORKSHOP SOUTHEAST,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

11/4

RECEIVED FILED
96 NOV -4 PM 2:56 NOV -4 PM 3:35
DIVISION OF CORPORATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. The Diet Workshop Southeast, 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. Delaware 3. 59-3406217
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-21-96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10-21-96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1620 Mason Ave Suite C
Daytona Bch, FL 32117
(Current mailing address)

8. Diet Stores
(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:

Name: Angela J. Ortolani
Office Address: 1620 Mason Ave Suite C
Daytona Bch, Florida, 32117
(Zip Code)

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SECRETARY OF STATE
FLORIDA

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.

By: Angela J. Ortolani
(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.

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

A. DIRECTORS

Chairman: John A. Ortolani
Address: 1368 John Anderson
Ormond Bch FL 32176
Vice Chairman: Angela J. Ortolani
Address: 1368 John Anderson
Ormond Bch FL 32176
Director: John Ortolani
Address: 525 Scott Dr
Ormond Bch FL 32174
Director: _____
Address: _____

B. OFFICERS

President: John A. Ortolani
Address: 1368 John Anderson
Ormond Bch FL 32117
Vice President: John A. Ortolani
Address: 1368 John Anderson
Ormond Bch FL 32176
Secretary: Angela Joan A. Ortolani
Address: 1368 John Anderson
Ormond Bch FL 32176
Treasurer: Angela J. Ortolani
Address: 1368 John Ortolani
Ormond Bch FL 32176

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

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

14. Angela J. Ortolani Vice-Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE DIET WORKSHOP SOUTHEAST, INC." 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 FIRST DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE DIET WORKSHOP SOUTHEAST, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.



Edward J. Freel

Edward J. Freel, Secretary of State

2674844 8300

960318447

AUTHENTICATION:

DATE:

8173720

11-01-96

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TALLAHASSEE, FLORIDA