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LAW OFFICES OF DAVID P. SHEPHERD

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Mark S. Gober*
msgober@thefirm.net

October 2, 1998

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

RE: National Weight Loss Centers of Alabama, Inc.

W98-22649

Dear Sir or Madam:

Enclosed please find the following:

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-10/05/98--01054--004
*****70.00 *****70.00

1. Transmittal Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida with attached certificate of existence.
3. Attorney Check #9321 in the amount of Seventy and No/100ths (\$70.00) Dollars for the filing fee.

Sincerely yours,

David P. Shepherd

DAVID P. SHEPHERD
FOR THE FIRM

DPS/dsr

Enclosures as noted.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*also admitted in District of Columbia



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1998

DAVID P. SHEPHERD, ESQ.
LAW OFFICES OF DAVID P. SHEPHERD
913 PLANTATION BLVD.
FAIRHOPE, AL 36532

SUBJECT: NATIONAL WEIGHT LOSS CENTERS OF ALABAMA, INC.
Ref. Number: W98000022649

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DIVISION OF CORPORATIONS
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We have received your document for NATIONAL WEIGHT LOSS CENTERS OF ALABAMA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4715.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00049507

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: National Weight Loss Centers of Alabama, 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:

David P. Shepherd, Esq.

(Name of Person)

Law Offices of David P. Shepherd

(Firm/Company)

913 Plantation Boulevard

(Address)

Fairhope, Alabama 36532

(City/State/Zip)

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

David P. Shepherd, Esq.

(Name of Person)

at (334) 928-4400

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

AFFIDAVIT

STATE OF ALABAMA
COUNTY OF BALDWIN

Before me, the undersigned authority, personally appeared Belvaly W. Birdzell, who is known to me and who, being by me first duly sworn, doth on oath depose and say as follows:

My name is Belvaly W. Birdzell. I am Vice President of the corporation National Weight Loss Centers of Alabama, Inc. National Weight Loss Centers is in the business of providing weight loss services to individuals throughout the country. We currently have centers in various locations.

National Weight Loss Centers of Alabama, Inc., and specifically the Pensacola center, claims exemption from the requirement of filing an *Application by Foreign Corporation for Authorization to Transact Business in Florida* for the period November, 1994, to present. This exemption is claimed pursuant to the provision of Florida State 607.1501(2)(i) which said statute provides that "transacting business in interstate commerce does not constitute transacting business within the meaning of Section (1)".

Each of our centers, including the Pensacola center, conducts business in interstate commerce in that we order supplies from various vendors in other states, many of our lab procedures are evaluated and/or sent out to other states for analysis, and our advertising reaches across state lines in many instances.

While we do claim the exemption with regard to the Pensacola center for the period stated, we would request that the *Application By Foreign Corporation for Authorization to Transaction Business in Florida* filed on or about October 1, 1998, with the Division of Corporations, Florida Department of State, be processed so that the appropriate authorization may be issued. We look forward to our continued association with the State of Florida and anticipate that our Pensacola center shall remain a good corporate citizen for many years to come.

Further affiant sayeth not.


BELVALY W. BIRDZELL

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Belvaly W. Birdzell whose name is signed to the foregoing Affidavit, and who is known to me, acknowledged before me on this day, that, being informed of the contents of this Affidavit, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 30th day of Oct., 1998.


NOTARY PUBLIC

My commission expires: 6-27-99

**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. National Weight Loss Centers of Alabama, 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. Alabama 3. 63-1101409
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 4, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November, 1994
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6202 N. 9th Avenue, Suite 5
Pensacola, FL 32504
(Current mailing address)
8. To sell weight loss programs and products pertaining to same
(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 or Mail Drop Box NOT acceptable)
- Name: R. Terry Raphael
- Office Address: 4100 W. Kennedy Boulevard, Suite 220
Tampa, Florida, 33609
(Zip code)

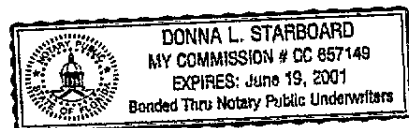
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10. Registered agent's acceptance:

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.

R. Terry Raphael State of Florida County of Hillsborough
(Registered agent's signature) Sworn and subscribed before me, a
Notary Public, this 25th day of
September, 1998.

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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Alex Karabajakian

3375 E. Russell Road, Suite E

Address: Las Vegas, NV 89120

Director: Belvaly Birdzell and Deborah Richardson

Address: 913 Plantation Boulevard 913 Plantation Boulevard

Fairhope, AL 36532 Fairhope, AL 36532

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

President: Alex Karabajakian

Address: 3375 E. Russell Road, Suite E

Las Vegas, NV 89120

Vice President: Belvaly Birdzell and Deborah Richardson

Address: 913 Plantation Blvd. 913 Plantation Blvd.

Fairhope, AL 36532 Fairhope, AL 36532

Secretary: Belvaly Birdzell

Address: 913 Plantation Boulevard

Fairhope, AL 36532

Treasurer: Alex Karabajakian

Address: 3375 E. Russell Road, Suite E

Las Vegas, NV 89120

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. Belvaly Birdzell, Vice President

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

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DIVISION OF CORPORATIONS
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State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

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I, Cynthia Underwood, Director of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that, National Weight Loss Centers of Alabama Inc, a domestic corporation, incorporated in Mobile County on March 4, 1994, has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Sections(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of August 31, 1998.

Cynthia Underwood

Director, Individual and Corporate Tax Division

ATTEST:

[Signature]

Secretary

