

Return to: CSC  
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Tallahassee, FL 32301

ACCOUNT NO. : 072100000032

REFERENCE : 053963 7130281

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 4, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 053963-015

CUSTOMER NO: 7130281

CUSTOMER: Scott Yagoda, Esq  
Scott R. Yagoda, Esq  
8 Wildwood Drive

North Caldwell, NJ 07006

500002711455--7

FOREIGN FILINGS

NAME: AMERICAN HEALTH AND DIET  
CENTERS, 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: Cassandra Lamm

FILED 5  
98 DEC 14 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

12/14

FILED 5  
98 DEC 14 PM 12:09  
SECRETARY OF CORPORATION

# 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. American Health and Diet Centers, 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. New Jersey  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FBI number, if applicable)
4. July 1, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. November 9, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8 Henderson Drive  
West Caldwell, NJ 07006  
(Current mailing address)
8. To operate vitamin kiosks in retail shopping malls in the State of Florida.  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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TALLAHASSEE 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.

Corporation Service Company  
By: [Signature]  
(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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

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

Chairman: Keith Frankel

Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Vice Chairman: Mason Goodman

Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Director: Bruce Skop  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Director: David Fox  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

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

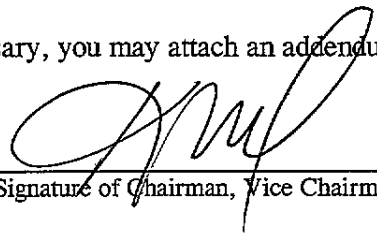
President: Keith Frankel  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Vice President: Mason Goodman  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Secretary: Scott Yagoda  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Treasurer: \_\_\_\_\_  
(Name of Treasurer)  
Address: \_\_\_\_\_  
\_\_\_\_\_

**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. Keith Frankel, President  
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO APPLICATION

LIST OF ADDITIONAL DIRECTORS AND/OR OFFICERS

OFFICERS

Vice President: Bruce Skop  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Vice President & Assistant Secretary: David Fox  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Vice President, Finance & CFO: Stephen J. Young  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

DIRECTORS

Director: Scott Yagoda  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

Director: Stephen J. Young  
Address: 8 Henderson Drive  
West Caldwell, NJ 07006

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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

AMERICAN HEALTH AND DIET CENTERS, INC.

With the Previous or Alternate Name  
VITAMIN HEALTH CENTERS

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
Delaware Foreign Profit Corporation was  
registered by this office on October 7, 1998.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

*I further certify that the registered agent and  
registered office are:*

Scott R Yagoda Esq  
8 Henderson Drive  
Caldwell, NJ 07006

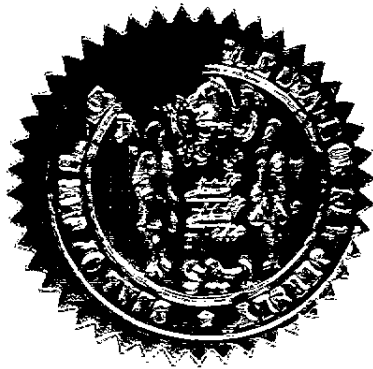
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

AMERICAN HEALTH AND DIET CENTERS, INC.

With the Previous or Alternate Name  
VITAMIN HEALTH CENTERS



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
10th day of December, 1998

*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer

98 DEC 14 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA