

M04000002994

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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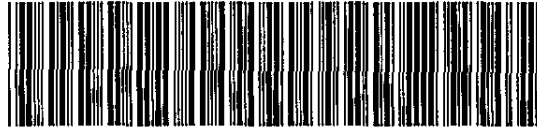
(Business Entity Name)

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2004 JUL 27 PM 1:33
JULIAN MIGRATIONS
TALLAHASSEE, FLORIDA

04 JUL 27 AM 11:06
DIVISION OF REGISTRATION

J. BRYAN JUL 26 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646953 7213916

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Piquero

ORDER DATE : May 13, 2004

ORDER TIME : 10:20 AM

ORDER NO. : 646953-020

CUSTOMER NO: 7213916

CUSTOMER: Mr. William Mandel
Loeb & Loeb LLP
Suite 2200
10100 Santa Monica Boulevard
Los Angeles, CA 90067

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WILLIAMSON & ASSOCIATES
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SMOOTOPIA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Snootopia, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. May 13, 2004
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 Alton Road, Unit 2407, Miami, Florida 33139

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Mark Weider, 400 Alton Road, Unit 2407, Miami, Florida 33139

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: retail sales of
smoothie drinks

Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bernard J. Cartoon
(Typed or printed name of signer)

BERNARD J. CARTOON, SECRETARY
WEIDER HEALTH AND FITNESS, MEMBER

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JULY 27 2004
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

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JULIEN INCORPORATIONS
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Smootopia, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

Brian Courtney
Asst. V. Pres.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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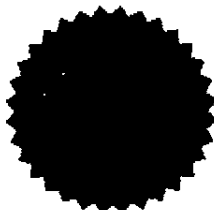
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMOOTOPIA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMOOTOPIA, LLC" WAS FORMED ON THE THIRTEENTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA



3802957 8300

040545935

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3255592

DATE: 07-26-04