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SEC. OF STATE  
TALLAHASSEE, FLORIDA

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# Greenberg Traurig

May 1, 2006

VIA OVERNIGHT MAIL

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**RE: MediSpa Holdings, LLC**

Dear Sir or Madam,

Enclosed for filing for MediSpa Holdings, LLC, please find the enclosed the following: (i) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; (ii) Good Standing Certificate dated April 25, 2006; (iii) Certificate of Designation of Registered Agent; and (iv) a check payable to Florida Department of State in the amount of \$160.00 for filing fee, Certificate of Status and Certified Copy of the filing.

Please return the file stamped copy of the Application and additional Certified Copy. Enclosed is a return envelope for your convenience. If you should have any questions, please contact me directly at (650) 289-7869 or at [jordanka@gtlaw.com](mailto:jordanka@gtlaw.com).

Very truly yours,

GREENBERG TRAURIG, LLP



Kathryn Jordan  
Sr. Corporate Paralegal

Enclosures

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03 MAY -14 AM 10:33  
DIVISION OF STATE  
CORPORATIONS  
FLORIDA

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. MEDISPA HOLDINGS, LLC  
(Name of Foreign Limited Liability Company)
2. NEVADA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3298050  
(FEI number, if applicable)
4. 05/16/05  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. \_\_\_\_\_  
9781 Blue Larkspur Lane, Suite 200, Monterey, CA 93940  
(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:

Alexander F. Hern

9781 Blue Larkspur Lane, Suite 200, Monterey, CA 93940

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: Medical Supervised

Weight Loss Center

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ms. Tre Huxley

Typed or printed name of signee

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STATE  
TALLAHASSEE  
FLORIDA

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**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.

1. The name of the Limited Liability Company is:

MEDISPA HOLDINGS, LLC

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

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Weston

FL 33331

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, Florida Statutes.

NRAI Services, Inc.

By: Sharon K. Gray

(Signature)

SHARON K. GRAY, Asst. Sec.

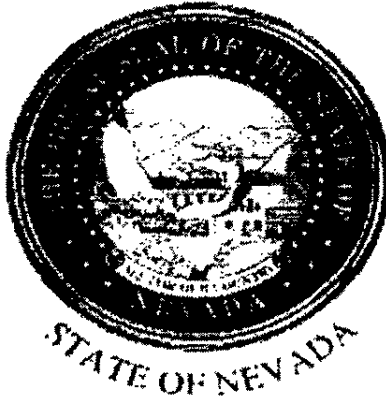
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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PALM BEACH, FLORIDA

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# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MEDISPA HOLDINGS, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 16, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 25, 2006.



*Dean Heller*

DEAN HELLER  
Secretary of State

By

*Chal*

Certification Clerk