

State of Idaho

Department of State

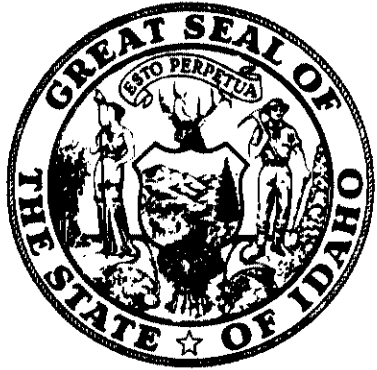
CERTIFICATE OF AUTHORITY OF

HEALTH AND DIET, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEALTH AND DIET, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HEALTH AND DIET, INC. to transact business in this State under the name HEALTH AND DIET, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 01, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho:

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Health and Diet, Inc.

2. The name which it shall use in Idaho is Health and Diet, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Iowa

4. The date of its incorporation is January 7, 1985 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 10 S. Central Ave., Hartley, IA 51346

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is ~~877 Main Street, Boise, ID 83702~~ _____, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: the sale of franchises which offer health and diet consultation services.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Regina A. Nath	President & Vice President	R.R. 1, Box 90 Moneta, IA 51346
Roger W. Nath	Secretary & Treasurer	R.R. 1, Box 90 Moneta, IA 51346
Regina A. Nath	Director	R.R. 1, Box 90 Moneta, IA 51346
Roger W. Nath	Director	R.R. 1, Box 90 Moneta, IA 51346

(continued on reverse)

Name

Office

Address

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Sept 24, 1990

Health and Diet, Inc.

(Corporation Name)

By

Regina A. Nath

Its President/Vice President (please specify)

and

Roger W. Nath

Its Secretary/ Assistant Secretary (please specify)

STATE OF Iowa)

COUNTY OF O'Brien) ss:

I, Lanette A. Bates

, a notary public, do hereby certify that on this 24 day of September, 19 90, personally appeared before

me Regina A. Nath & Roger W. Nath, who being by me first duly sworn, declared that (s)he

is the president/vice president of Health and Diet, Inc.

that (s)he signed the foregoing document as president & secretary of the corporation and that the statements therein contained are true.



Lanette A. Bates
Notary Public

August 24, 1990
Corp. No.: 000099571
Ref. No.: 19354

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SECRETARY OF STATE

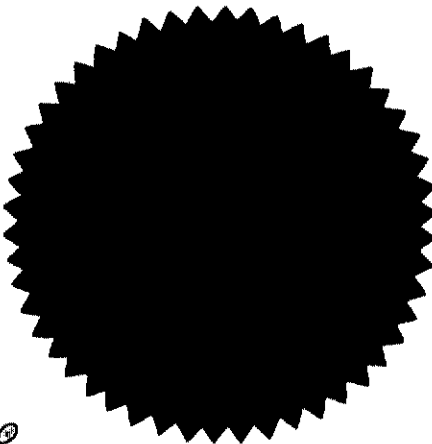
HEALTH AND DIET, INC.
CMELIK LAW FIRM
DENNIS CMELIK
BOX 208
HARTLEY, IA. 51346

CERTIFICATE OF EXISTENCE

Name HEALTH AND DIET, INC.
Date 01/07/1985

I, ELAINE BAXTER, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, with perpetual duration.

I further certify that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent annual corporate report required by Iowa Code chapter 490 has been filed by the secretary of state, and that articles of dissolution have not been filed.



Elaine Baxter

SECRETARY OF STATE

