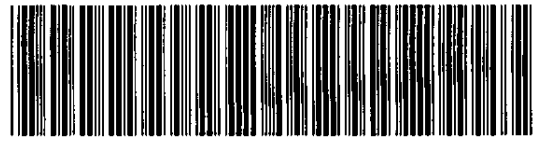


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11/29/10--01040--007 **70.00

12/21/10--01036--001 **950.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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10 DEC 20 AM 8:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
12/22

11116-55764

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: KnowFat Franchise Company, 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:

Irma Norton
(Name of Person)

KnowFat Franchise Company, Inc.
(Firm/Company)

255 Washington Street Suite 150
(Address)

Newton, MA 02458
(City/State and Zip code)

For further information concerning this matter, please call:

Irma Norton at (617) 787 6055
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

ENTERED BY
ACCOUNTING
DEC 13 2010

December 1, 2010

IRMA NORTON
KNOWFAT FRANCHISE COMPANY, INC.
255 WASHINGTON STREET, SUITE 150
NEWTON, MA 02458

SUBJECT: KNOWFAT FRANCHISE COMPANY, INC.
Ref. Number: W10000055764

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC 20 PM 1: 36

RECEIVED

We have received your document for KNOWFAT FRANCHISE COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$950.00.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II

Letter Number: 110A00027930

PLEASE NOTE: You have included an alternate name in your document that is not allowed under corporate law. If you want to do business in Florida under a different name other than the one you incorporated under, you will need to file a fictitious name application. You can find this form on our website at www.sunbiz.org.

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. KnowFat Franchise Company, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-0812982
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/30/2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 3, 2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 255 Washington Street, Ste 150 Newton MA 02458
(Principal office address)

255 Washington Street, Ste 150 Newton MA 02458
(Current mailing address)

8. KnowFat is a franchisor of restaurants. Franchisee-owned to be open in Florida
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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10 DEC 20 AM 8:04
SECRETARY OF STATE
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.

By: [Signature]
C T Corporation System
(Registered agent's signature)

Tammy Tofteroo
Vice President

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.

A. DIRECTORS

FILED

Chairman: George A. Naddaff
Address: 255 Washington St Suite 150
Newton MA 02458

10 DEC 20 AM 8: 04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Vice Chairman: _____

Address: _____

Director: Robert Grayson
Address: 255 Washington St Suite 150
Newton, MA 02458

Director: Mark Giresi
Address: 255 Washington St Suite 150
Newton, MA 02458

B. OFFICERS

President: Charles A. Cocotas
Address: 255 Washington St Suite 150
Newton, MA 02458

Vice President: _____

Address: _____

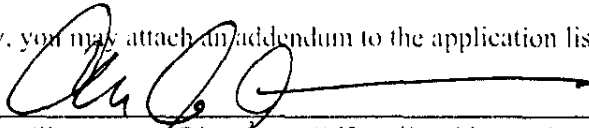
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Charles A. Cocotas - President / COO
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNOWFAT FRANCHISE COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
10 DEC 20 AM 8:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3709412 8300

101036062



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8316852

DATE: 10-28-10