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TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Balance For Life Foundation
(Name of Corporation)

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*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Mark D. Toljanic
(Name of Person)

Martin, Craig, Chester & Sonnenschein
(Firm/Company)

2215 York Road, Suite 550
(Address)

Oak Brook, Illinois 60523
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
98 FEB -2 AM 10:21

For further information concerning this matter, please call:

Mark D. Toljanic at (630) 472 - 3410
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. BALANCE FOR LIFE FOUNDATION, INC.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Illinois 3. 36-4138182
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/10/97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/1/98
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1607 E. Taft, Suite A
Wheaton, Illinois 60187
(Current mailing address)
8. See attachment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

CT. Corporation System
(Name)

1200 S. Pine Island Road
(Office address)

Plantation, Florida, 33324
(City) (Zip Code)

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.

Anne E. Diamond Anne E. Diamond, Assistant Secretary
(Registered agent's signature)

County of Broward
Plantation, Florida

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)

Director
~~Chairman~~: Evangelyn Greene

Address: 509 N. Aurora, #313
Naperville, IL 60540

Director
~~Vice Chairman~~: Dr. Nancy Holman

Address: 6143 South Madison
Hinsdale, Illinois 60521

Director: Judy Reninger

Address: 1804 North Summit
Wheaton, Illinois 60187

Director: _____

Address: _____

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

President: Evangelyn Greene

Address: 509 N. Aurora, #313
Naperville, IL 60540

Vice President: Dr. Nancy Holman

Address: 6143 South Madison
Hinsdale, Illinois 60521

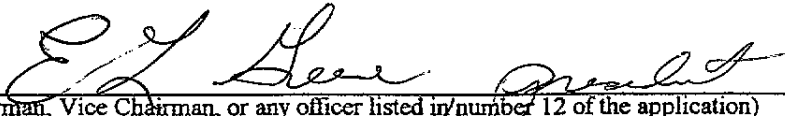
Secretary: Luella Ensoy

Address: 2559 N. Major, Chicago, Illinois 60639

Vice President: Judy Reninger
~~Treasurer~~

Address: 1804 North Summit, Wheaton, Illinois 60187

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)

Evangelyn Greene, President

(Typed or printed name and capacity of person signing application)

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State of Florida

Application By Foreign Nonprofit Corporation
For Authorization To Conduct Its Affairs In Florida

Balance For Life Foundation
an Illinois Not-For-Profit corporation

Item 8. Purposes of the Organization.

1. To promote research and study of the causes and effects of eating disorders, substance abuse, depression and related disorders and to educate the public and private sectors about recognizing, treating and preventing eating disorders and substance abuse.

2. To operate exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code; or corresponding section of any future United States Internal Revenue Code ("Code").

3. To acquire, to own, to dispose of, and to deal with real and personal property and interests therein, and to apply gifts, bequests and devises, and the proceeds thereof in furtherance of the purposes of the Corporation.

4. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not prohibited by Sections 501(c) (3), 509(a) (1) and 170(b) (1) (a) (vi) of the Code and to possess all powers which a Corporation organized under the General Not-For-Profit Corporation Act or the Charitable Trust Act of the State of Illinois, as the same from time to time may be amended, shall possess.

5. To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c) (3) and as a public charity pursuant to Section 509(a) (1) and 170(b) (1) (a) (vi) of the Code in the course of which operation:

A. No individual member, if any, or trustee of the Corporation shall have title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any trustee, officer, individual member or any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered;

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office;

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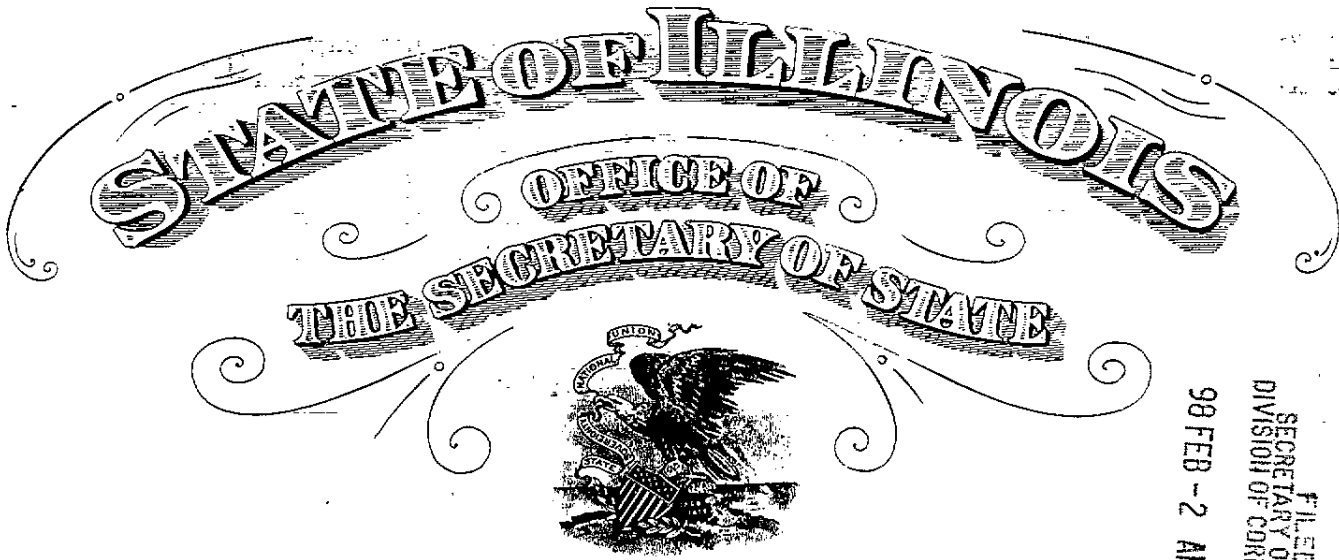
C. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation qualified as a public charity pursuant to Sections 509(a)(1) and 170(b)(1)(a)(vi) of the Code; or (c) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6. In the event of the dissolution or liquidation of the Corporation and after payment or making provision for the payment of all debts and liabilities of the Corporation, all remaining assets shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as determined by the Board of Trustees.

7. Anything herein contained to the contrary notwithstanding, no assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation under Section 501(a) or 501(c)(3) of the Code.

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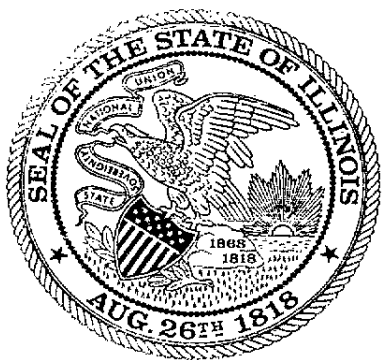
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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **BALANCE FOR LIFE FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 10, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*******



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* _____ **20TH**
day of **JANUARY** *A.D., 19* **98.**

George H Ryan

SECRETARY OF STATE