

Filing and License Fee: \$310.00 minimum

ID Number: 162150



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is VITAMIN SHOPPE INDUSTRIES, INC.
2. It is incorporated under the laws of NEW YORK
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "Incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
The Vitamin Shoppe
4. The date of its incorporation is 9/13/78 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
2101 91ST STREET NORTH BERGAN, NJ 07047
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
RETAIL SALES OF VITAMINS & NUTRITIONAL SUPPLEMENTS
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>THOMAS TOLWORTHY</u>	<u>2101 91ST STREET NORTH BERGAN, NJ 07047</u>
Director	<u>DOUGLAS KORN</u>	<u>383 MADISON AVE. 40TH FLOOR NEW YORK, NY 10179</u>
Director	<u>RICHARD PERKAL</u>	<u>383 MADISON AVE. 40TH FLOOR NEW YORK, NY 10179</u>
Director		

FILED

MAR 05 2007

By [Signature] 8701

2007 MAR -5 PM 1:00
SECRETARY OF STATE
CORPORATIONS DIV.

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>TONY TRUESDAL, PRES.</u>	<u>2101 91ST STREET NORTH BERGAN, NJ 07047</u>
Vice President	<u>COSMO LA FORGIA - V PRES</u>	<u>2101 91ST STREET NORTH BERGAN, NJ 07047</u>
Treasurer	<u>THOMAS TOLWORTHY, CEO</u>	<u>2101 91ST STREET NORTH BERGAN, NJ 07047</u>
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1</u>	<u>Common</u>		<u>\$ 0.01</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 44,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 250,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.2659 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 400,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.25 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 13, 2007

[Signature]
Signature of Authorized Officer of the Corporation

Cosmo Laforgia
Type or Print Name of Authorized Officer

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of VITAMIN SHOPPE INDUSTRIES INC. was filed on 09/13/1978, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of February
two thousand and seven.*

A handwritten signature in dark ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State