DR. JORGE MACHADO CEVALLOS

PROTOCOLIZACION No. 14.367

DEL CERTIFICADO DE EXISTENCIA LEGAL
DE LA CIA. HERBALIFE INTERNATIONAL OF AMERICA INC.
Y SU DEBIDA TRADUCCION AL ESPAÑOL

CUANTIA: INDETERMINADA

Quito, a 4 DE DICIEMBRE DEL 2012

Dí 4 copias

n.o.

SECRETARIO DE ESTADO

ESTADO DE NEVADA

CERTIFICADO DE VIGENCIA CON
ESTÁTUS DE SOLVENTE

YO, ROSS MILLER, elegido por voto popular y calificado como Secretario de Estado de Nevada, *certifico que soy, según las leyes del mencionado Estado, el custodio de los registros relacionados* a los documentos entregados por corporaciones, corporaciones sin fines de lucro, corporaciones constituidas por una sola persona, compañías de responsabilidad limitada, sociedades limitadas, sociedades de responsabilidad limitada y fideicomisos comerciales de conformidad con el Título 7 de los Estatutos Revisados de Nevada que actualmente tengan estatus de solvencia o que fueron solventes durante un período de tiempo subsecuente al año 1976, y soy el oficial competente para ejecutar este certificado.

Adicionalmente certifico que los registros del Secretario de Estado de Nevada, a la fecha de este certificado, evidencian que **HERBALIFE INTERNATIONAL OF AMERICA INC.,** es una corporación debidamente organizada bajo las leyes de Nevada y que existe bajo y en virtud de las leyes del Estado de Nevada desde el 13 de enero de 2004, y está solvente en este estado.

EN FE DE LO CUAL, estampo mi firma y el Gran Sello del Estado en mi oficina el 13 de septiembre de 2012.

ROSS MILLER
Secretario de Estado

(sello)
Certificado Por: Joann Larson
Certificado Número: C20120911-1364
Usted puede verificar este certificado en línea http://nvsos.gov/

Traducido por: Heather Hayes
C.I.: 171984771-5

2

NOTARIA PRIMERA
NIHIL PRIUS FIDE
Quito Ecuador

SECRETARIO DE ESTADO
ESTADO DE NEVADA

APOSTILLA
(Convención de La Haya del 5 de octubre de 1961)

1. País: ***Estados Unidos de América***

   Este documento público

2. Ha sido firmado por JOANN LARSON
3. Actuando en la capacidad de ACTUARIO DE CERTIFICACIÓN
4. Lleva el sello del ESTADO DE NEVADA
   CERTIFICADO
5. En ***Carson City, Nevada, EE.UU.***
6. El día TRECE DE SEPTIEMBRE DE 2012
7. Por **ROSS MILLER,** *Secretario de Estado, Estado de Nevada, EE.UU.*
8. 2013/55/JL
9. Sello/estampa:

Stamp:

10. Firma:
    ROSS MILLER
    Secretario de Estado

F. Lincoln

Traducido por: Heather Hayes
C.I.: 171984771-5

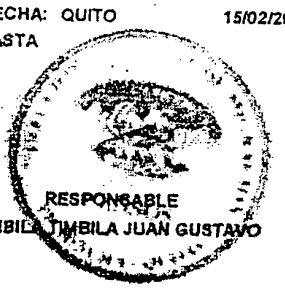
NOTARIA PRIMERA DE QUITO: RECONOCIMIENTO DE FIRMA.- En la ciudad del Distrito Metropolitano de Quito, Capital de la República del Ecuador, **hoy Martes CUATRO DE DICIEMBRE DEL AÑO DOS MIL DOCE; ante mí, doctor JORGE MACHADO CEVALLOS, NOTARIO PRIMERO DEL CANTON QUITO,** comparece: la señora **HEATHER HAYES**, por sus propios y personales derechos, portadora de la C.I. **No. 171984771-5.-** La compareciente es de nacionalidad estadounidense, de estado civil casada, domiciliada en esta ciudad de Quito, mayor de edad, legalmente capaz, a quien de conocer doy fe; en virtud de haberme exhibido su cédula de identidad que en fotocopia certificada por mí, se agrega a esta diligencia; y advertida que fue de la obligación que tiene de decir la verdad y de la gravedad de las penas por perjurio con juramento y por su honor declara que reconoce como suya propia la firma y rúbrica puesta al pie del documento denominado **"CERTIFICADO DE EXISTENCIA LEGAL DE LA CIA. HERBALIFE INTERNATIONAL OF AMERICA INC."**, que antecede, quien declara que su firma es **"ilegible"**, siendo la única que utiliza en todos sus actos públicos como privados. Así mismo declara la compareciente que el documento que antecede fue traducido por ella, del idioma inglés al idioma español por conocer ambos idiomas.- Para constancia suscribe al pie de esta diligencia la misma que la celebro al amparo de lo dispuesto en el Artículo dieciocho de la Ley Notarial. Se archiva una fotocopia en el Libro de Diligencias de esta Notaria.- **DILIGENCIA No. 6660—n.o.**

f) SRA. HEATHER HAYES
C.I. No. 171984771-5

NOTARIA PRIMERA
Quito Ecuador

Dr. Jorge Machado Cevallos
Notario Primero del Cantón Quito

Nº EXPEDIENTE:
LUGAR Y FECHA: QUITO 15/02/2008
VALIDO HASTA



RESPONSABLE
POLI TIMBILA TIMBILA JUAN GUSTAVO

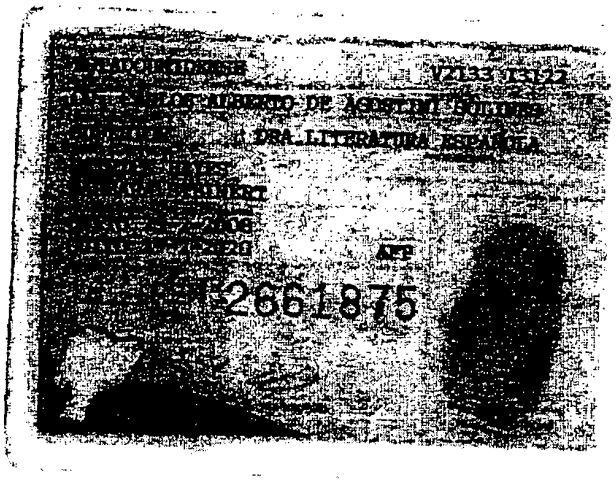
344405

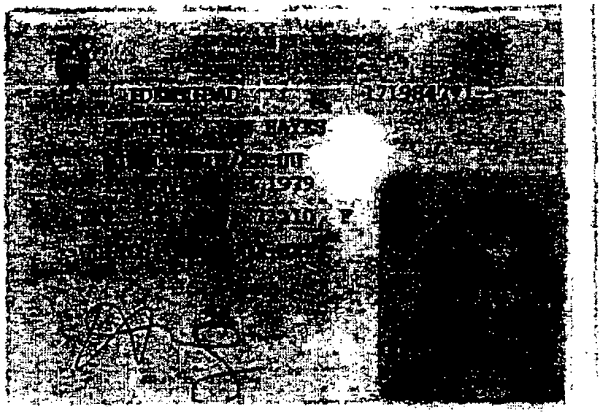
NOTARIA PRIMERA
Quito Ecuador

REPUBLICA DEL ECUADOR

-344408

HAYES HEATHER LYNN
NACIONALIDAD: ESTADOS UNIDOS
PASAPORTE: 088712181 C.I: 1719847715
VISA: 10-V REG. Nº: 122219173210
ACTIVIDAD: DOCTORA EN LITERATURA





4 DIC. 2013

SECRETARY OF STATE

STATE OF NEVADA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, 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, **HERBALIFE INTERNATIONAL OF AMERICA, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 13, 2004, 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 September 13, 2012.

ROSS MILLER
Secretary of State

Certified By: Joann Larson
Certificate Number: C20120911-1364
You may verify this certificate online at **http://www.nvsos.gov/**

5

SECRETARY OF STATE

STATE OF NEVADA

NOTARIA PRIMERA
NIHIL PRIUS FIDE
Quito Ecuador

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: ***United States of America***

This public document

2. has been signed by JOANN LARSON

3. acting in the capacity of CERTIFICATION CLERK

4. bears the seal/stamp of STATE OF NEVADA

CERTIFIED

5. at ***Carson City, Nevada, U.S.A.***

6. the THIRTEENTH DAY OF SEPTEMBER, 2012

7. by **ROSS MILLER**, *Secretary of State, State of Nevada, U.S.A.*

8. 2013/55/JL

10. Signature:

9. Seal/Stamp:

By

ROSS MILLER
Secretary of State

F. Lincoln

6

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

NOTARIA PRIMERA
NIHIL PRIUS FIDE
Quito Ecuador

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

September 13, 2012

Job Number: C20120911-1364
Reference Number: 00003659122-58
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20090067810-03	Annual List	1 Pages/1 Copies
20100082317-74	Annual List	1 Pages/1 Copies
20110037611-12	Annual List	2 Pages/1 Copies
20120013898-84	Annual List	2 Pages/1 Copies

Respectfully,

ROSS MILLER
Secretary of State

Certified By: Joann Larson
Certificate Number: C20120911-1364
You may verify this certificate
online at **http://www.nvsos.gov/**

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

7

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

HERBALIFE INTERNATIONAL OF AMERICA, INC. (Name of Corporation)

FILE NUMBER C601-2004

FOR THE FILING PERIOD OF 1/2009 TO 1/2010

The corporation's duly appointed registered agent in the State of Nevada upon whom process can be served is:

CSC SERVICES OF NEVADA, INC. (Commercial Registered Agent)
502 EAST JOHN STREET
CARSON CITY, NV 89706 USA

☐ CHECK BOX IF YOU REQUIRE A FORM TO UPDATE YOUR REGISTERED AGENT INFORMATION

Filed in the office of
Ross Miller
Secretary of State
State of Nevada

Document Number: 20090067810-03
Filing Date and Time: 01/26/2009 4:17 PM
Entity Number: C601-2004

(This document was filed electronically.)

Important: Read instructions before completing and returning this form.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

1. Print or type names and addresses either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors and all directors must be named. Have an officer sign the form. *FORM WILL BE RETURNED IF UNSIGNED*
2. If there are additional directors attach a list of them to this form.
3. Return the completed to* with the filing fee. A $75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. Your cancelled check will constitute a certificate to transact business per NRS 78.155. To receive a certified copy, enclose an additional $30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

CHECK ONLY IF APPLICABLE

☐ This corporation is a publicly traded corporation. The Central Index Key number is:

☐ This publicly traded corporation is not required to have a Central Index Key number.

NAME	TITLE(S)
MICHAEL O JOHNSON	PRESIDENT (OR EQUIVALENT OF)

ADDRESS	CITY	St	Zip
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

NAME	TITLE(S)
BRETT R CHAPMAN	SECRETARY (OR EQUIVALENT OF)

ADDRESS	CITY	St	Zip
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

NAME	TITLE(S)
RICHARD P GOUDIS	TREASURER (OR EQUIVALENT OF)

ADDRESS	CITY	St	Zip
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

NAME	TITLE(S)
MICHAEL O JOHNSON	DIRECTOR

ADDRESS	CITY	St	Zip
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Signature of Officer
JIM BERKLAS

Title: ASSISTANT CORPORATE SECRETARY

Date: 1/26/2009 4:11:55 PM

8

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND STATE BUSINESS LICENSE APPLICATION OF:

FILE NUMBER

HERBALIFE INTERNATIONAL OF AMERICA, INC. — C601-2004

NAME OF CORPORATION

FOR THE FILING PERIOD OF 1/2010 TO 1/2011

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

CSC SERVICES OF NEVADA, INC. (Commercial Registered Agent)
502 EAST JOHN STREET
CARSON CITY, NV 89706 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

Filed in the office of
Ross Miller
Secretary of State
State of Nevada

Document Number: 20100082317-74
Filing Date and Time: 02/09/2010 1:24 PM
Entity Number: C601-2004

(This document was filed electronically.)
ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. *Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional officers, attach a list of them to this form.
3. Return the complete form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A $75.00 penalty must be added for failure to file this form by the deadline. *An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.*
4. State business license fee is $200.00. Effective 2/1/2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. **A copy fee of $2.00 per page** is required for **each additional copy** generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

CHECK ONLY IF APPLICABLE

☐ Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code:
☐ Month and year your State Business License expires: 20
☐ This corporation is a publicly traded corporation. The Central Index Key number is:
☐ This publicly traded corporation is not required to have a Central Index Key number.

Section 7(2) Exemption Codes
001 - Governmental Entity
002 - 501(c) Nonprofit Entity
003 - Home-based Business
004 - Natural Person with 4 or less rental dwelling units
005 - Motion Picture Company
006 - NRS 680B.020 Insurance Co.

NAME	TITLE(S)		
MICHAEL O JOHNSON	PRESIDENT (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
BRETT R CHAPMAN	SECRETARY (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
RICHARD P GOUDIS	TREASURER (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
MICHAEL O JOHNSON	DIRECTOR		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X JAMES BERKLAS
Signature of Officer

Title: SISTANT CORPORATE SECRETA
Date: 2/9/2010 1:13:53 PM

Nevada Secretary of State Annual List Profit
Revised: 8-5-09

9

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND STATE BUSINESS LICENSE APPLICATION OF:

HERBALIFE INTERNATIONAL OF AMERICA, INC.

NAME OF CORPORATION

FILE NUMBER C601-2004

FOR THE FILING PERIOD OF 1/2011 TO 1/2012

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

110101

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

CSC SERVICES OF NEVADA, INC. (Commercial Registered Agent)
2215-B RENAISSANCE DR
LAS VEGAS, NV 89119 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20110037611-12
	Filing Date and Time 01/18/2011 5:19 PM
	Entity Number C601-2004

(This document was filed electronically.)

ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. *FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional officers, attach a list of them to this form.
3. Return the complete form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A $75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. State business license fee is $200.00. Effective 2/1/2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

CHECK ONLY IF APPLICABLE

☐ Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code: ____

☐ Month and year your State Business License expires: ____ 20 ____

☐ This corporation is a publicly traded corporation. The Central Index Key number is: ____

☐ This publicly traded corporation is not required to have a Central Index Key number.

Section 7(2) Exemption Codes
001 - Governmental Entity
002 - 501(c) Nonprofit Entity
003 - Home-based Business
004 - Natural Person with 4 or less rental dwelling units
005 - Motion Picture Company
006 - NRS 680B.020 Insurance Co.

NAME	TITLE(S)		
MICHAEL O JOHNSON	PRESIDENT (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
BRETT R CHAPMAN	SECRETARY (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
JOHN G DESIMONE	TREASURER (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
RICHARD P GOUDIS	DIRECTOR		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X JAMES P BERKLAS

Signature of Officer

Title: ?, ASST. CORPORATE SECRETAR

Date: 1/18/2011 5:16:18 PM

.10

FILE NUMBER

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

HERBALIFE INTERNATIONAL OF AMERICA, INC.	C501-2004

NAME	TITLE(S)		
MICHAEL O JOHNSON	DIRECTOR		
ADDRESS	**CITY**	**ST**	**ZIP**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	[illegible]
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**
NAME	TITLE(S)		
ADDRESS	**CITY**	**ST**	**ZIP**

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND STATE BUSINESS LICENSE APPLICATION OF:

HERBALIFE INTERNATIONAL OF AMERICA, INC.
NAME OF CORPORATION

FILE NUMBER: C601-2004

FOR THE FILING PERIOD OF 1/2012 TO 1/2013

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

CSC SERVICES OF NEVADA, INC. (Commercial Registered Agent)
2215-B RENAISSANCE DR
LAS VEGAS, NV 89119 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20120013898-84
	Filing Date and Time 01/09/2012 4:38 PM
	Entity Number C601-2004

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. *FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional officers, attach a list of them to this form.
3. Return the complete form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A $75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. State business license fee is $200.00. Effective 2/1/2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

CHECK ONLY IF APPLICABLE

☐ Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code:

☐ Month and year your State Business License expires: 20

☐ This corporation is a publicly traded corporation. The Central Index Key number is:

☐ This publicly traded corporation is not required to have a Central Index Key number.

Section 7(2) Exemption Codes

001 - Governmental Entity
002 - 501(c) Nonprofit Entity
003 - Home-based Business
004 - Natural Person with 4 or less rental dwelling units
005 - Motion Picture Company
006 - NRS 680B.020 Insurance Co.

NAME	TITLE(S)		
MICHAEL O JOHNSON	PRESIDENT (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
BRETT R CHAPMAN	SECRETARY (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
JOHN G DESIMONE	TREASURER (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	**TITLE(S)**		
MICHAEL O JOHNSON	DIRECTOR		
ADDRESS	**CITY**	**STATE**	**ZIP CODE**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X JIM BERKLAS

Signature of Officer

Title: ASST. CORPORATE SECRETARY

Date: 1/9/2012 4:35:58 PM

12

(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

HERBALIFE INTERNATIONAL OF AMERICA, INC.

FILE NUMBER C601-2004

NOTARIA PRIMERA Quito Ecuador

NAME	TITLE(S)		
RICHARD P GOUDIS	DIRECTOR		
ADDRESS	**CITY**	**ST**	**ZIP**
800 WEST OLYMPIC BLVD. SUITE 406, USA	LOS ANGELES	CA	90015
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP
NAME	TITLE(S)		
ADDRESS	CITY	ST	ZIP

SECRETARY OF STATE

STATE OF NEVADA

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: ***United States of America***

This public document

2. has been signed by JOANN LARSON

3. acting in the capacity of CERTIFICATION CLERK

4. bears the seal/stamp of STATE OF NEVADA

CERTIFIED

5. at ***Carson City, Nevada, U.S.A.***

6. the THIRTEENTH DAY OF SEPTEMBER, 2012

7. by **ROSS MILLER**, *Secretary of State, State of Nevada, U.S.A.*

8. 2013/56/JL 10. Signature:

9. Seal/Stamp:

ROSS MILLER
Secretary of State

By

F. Lincoln

141

República del Ecuador

CONSULADO GENERAL DEL ECUADOR EN LOS ANGELES

NOTARIA PRIMERA
NIHIL PRIUS
Ministerio de Relaciones Exteriores, Comercio e Integración
Quito-Ecuador

LEGALIZACION DE FIRMA N° 83 / 2012

Quien suscribe, **MARCELA BALDEON L.,** AGENTE CONSULAR, en la ciudad de LOS ANGELES, ESTADOS UNIDOS AMERICA, certifica que la firma de **ROSS MILLER, SECRETARIA DE ESTADO DE NEVADA** que aparece en este documento original, es la misma que consta en los registros de este Consulado, por lo tanto certifico que es auténtica, a fin de que el indicado documento de fe pública en el Ecuador.

LOS ANGELES , 28 de septiembre de 2012.

MARCELA BALDEON L.
AGENTE CONSULAR

REPUBLICA DEL ECUADOR
CONSULADO GENERAL
EN LOS ANGELES

Arancel Consular: III 15.8
Valor: $50,0000

ESPACIO
EN
BLANCO

DR. JORGE MACHADO CEVALLOS

RAZON DE PROTOCOLIZACION: A petición del Estudio Jurídico JASOL CIA. LTDA.; Yo, **DOCTOR JORGE MACHADO CEVALLOS, NOTARIO PRIMERO DEL CANTON QUITO**, protocolizo en el Registro de escrituras públicas de la Notaría Primera de este Cantón a mi cargo, en **dieciseis** fojas útiles, **EL CERTIFICADO DE EXISTENCIA LEGAL DE LA CIA. HERBALIFE INTERNATIONAL OF AMERICA INC. Y SU DEBIDA TRADUCCION AL ESPAÑOL.-** Quito, a cuatro de Diciembre del año dos mil doce.

DR. JORGE MACHADO CEVALLOS

NOTARIO PRIMERO DEL CANTON QUITO

Se protocolizó ante mí y en fe de ello confiero esta CUARTA **COPIA CERTIFICADA DEL CERTIFICADO DE EXISTENCIA LEGAL DE LA CIA. HERBALIFE INTERNATIONAL OF AMERICA INC. Y SU DEBIDA TRADUCCION AL ESPAÑOL; debidamente firmada y sellada en Quito, a diez de Diciembre del año dos mil doce.-**

Dr. Jorge Machado Cevallos
Notario Primero del Cantón Quito