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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Bruce Sharpe
Slender Lady Inc.
11923 Radium
San Antonio, Texas 78216

File No. 995-3079

AMENDED DESIST AND REFRAIN ORDER

(For violations of section 31110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Slender Lady Inc. is a Delaware corporation that was formed on September 4, 1996. Its principal place of business is 11923 Radium, San Antonio, Texas 78216. The company maintains a website at www.slenderlady.com. In 1997 Slender Lady Inc. began offering franchises for the operation of nutrition, weight management and fitness centers in California pursuant to registration approved by the Department of Corporations. On March 22, 2004 the company filed an application for franchise renewal pursuant to Corporations Code section 31121 for registration to sell franchises under the name Slender Lady Inc. in California.

2. The franchise renewal application was pending from March 22, 2004 through June 3, 2004 when it was approved by the Department of Corporations. From April 20, 2004 through June 2, 2004 Slender Lady, Inc. was not registered under the Franchise Investment Law and was not exempted under Chapter 1, beginning with Corporations Code section 31100, of that law.

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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Bruce Sharpe
Slender Lady Inc.
45 NE Loop 410, Suite 501
San Antonio, Texas 78216

File No. 995-3079

DESIST AND REFRAIN ORDER

(For violations of section 31110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Slender Lady Inc. is a Delaware corporation that was formed on September 4, 1996. Its principal place of business is 45 NE Loop 410, Suite 501, San Antonio, Texas 78216. The company maintains a website at www.slenderlady.com. In 1997 Slender Lady Inc. began offering franchises for the operation of nutrition, weight management and fitness centers in California pursuant to registration approved by the Department of Corporations. On March 22, 2004 the company filed an application for franchise renewal pursuant to Corporations Code section 31121 for registration to sell franchises under the name Slender Lady Inc. in California.

2. The offer of franchises by Slender Lady Inc. in California was pending from March 22, 2004 through June 3, 2004 when it was approved by the Department of Corporations. During the time the renewal application was pending Slender Lady, Inc. was not registered under the Franchise Investment Law and was not exempted under Chapter 1, beginning with Corporations Code section 31100, of that law.

