



85 7th Place East, Suite 500 St. Paul, Minnesota 55101-2198 www.commerce.state.mn.us 651.296.4026 FAX 651.297.1959 An equal opportunity employer

May 9, 2012

DAVID L CAHN
WHITEFORD TAYLOR & PRESTON LLP
SEVEN SAINT PAUL STREET SUITE 1500
BALTIMORE, MD 212-1636

Re: F-5789

MEDIFAST FRANCHISE SYSTEMS INC
MEDIFAST WEIGHT CONTROL CENTERS F/A

Dear Mr. Cahn:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2012.

Sincerely,

MIKE ROTHMAN Commissioner

By:

Daniel Sexton Commerce Analyst Supervisor Registration Division (651) 296-4520

MR:DES:dlw



STATE OF MINNESOTA DEPARTMENT OF COMMERCE REGISTRATION DIVISION (651) 296-6328

IN THE MATTER OF THE REGISTRATION OF: MEDIFAST WEIGHT CONTROL CENTERS F/A By MEDIFAST FRANCHISE SYSTEMS INC

ORDER AMENDING REGISTRATION

WHEREAS, an application to amend the registration and amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated December 4, 2007, is amended as of the date set forth below.

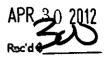
MIKE ROTHMAN

Commissioner

Department of Commerce 85 7th Place East, Suite 500 St Paul, MN 55101

Date: May 9, 2012





Form A - Uniform Franchise Registration Application

UNIFORM FRANCHISE REGISTRATION APPLICATION

	i	File No. <u>F-5789</u>	
		(Insert file number of immediately	
		preceding filing of Applicant)	
State:	Minnesota	Fee: \$300.00	
APPLICATION FOR (Check only one):			
INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES			
<u>X</u>	X RENEWAL APPLICATION OR ANNUAL REPORT		
	PRE-EFFECTIVE AMENDMENT		
	POST-EFFECTIVE MATERIAL AMENDMENT		
1.	Full legal name of Franchisor:	Medifast Franchise Systems, Inc.	
2.	Name of the franchise offering:	Medifast Weight Control Centers	
3.	Franchisor's principal business ad	dress: 11445 Cronhill Drive Owings Mills, MD 21117	
4.	Name and address of Franchisor's agent in this State authorized to receive service of process: Minnesota Commissioner of:Commerce Department of:Commerce 85 7th Place, Suite 500 Saint Paul, Mirmesota 55101		
5.	The states in which this application is or will be shortly on file:		
	California, Indiana, Maryland, Minnesota, New York, Rhode Island, Virginia, and Washington		

5-9-12 Apr Amus 12/31 12-4-47

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