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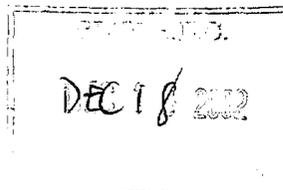
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American Stock Exchange  
66 Trinity Place  
New York, NY 10006-1872  
T 212 306 1000

December 18, 2002

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549



**PROCESSED**

DEC 19 2002

THOMSON  
FINANCIAL

Dear Mr. Johnson:

This is to certify that on December 18, 2002, The American Stock Exchange (the "Exchange") received from Medifast, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$.001

We further certify that the above described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer  
Director  
Listing Qualifications Department

cc: Herbert Scholl