

Commonwealth of Pennsylvania



August 14, 1985

Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

Pennsylvania, ss:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on July 30, 1985, Effective July 31, 1985, 12:01 A.M., Certificate of Merger was issued on Articles of Merger filed in this department, whereby 'Guardian Self Defense Training, Inc.', a California corporation, 'Shape-Up, Inc.', a Pennsylvania corporation, 'WLMC, Inc.', a Pennsylvania corporation, 'Quit Smoking for Life of America, Inc.', a Pennsylvania corporation, and 'Nutri/System Weight Loss Co., Inc.', a Pennsylvania corporation, were merged into and became part of "NUTRI/SYSTEM, INC.", a Pennsylvania corporation, incorporated September 24, 1976, which was the surviving corporation to the merger.

WHEREFORE, It appears that "NUTRI/SYSTEM, INC." remains a presently subsisting corporation as of the date hereof.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the Commonwealth to be affixed, the day and year above written.

William L. Davis

Secretary of the Commonwealth

kmp