



CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
N/S CENTERS OF IDAHO, INC., an Idaho corporation

into NUTRI/SYSTEM WEIGHT LOSS CO., INC. a Pennsylvania corporation,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of
Merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated October 27, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATION
INTO
NUTRI/SYSTEM WEIGHT LOSS CO., INC.

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
NUTRI/SYSTEM WEIGHT LOSS CO., INC.	Pennsylvania
N/S CENTERS OF IDAHO, INC.	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the Surviving corporation is

NUTRI/SYSTEM WEIGHT LOSS CO., INC.

and it is to be governed by the laws of the Commonwealth of Pennsylvania.

FOURTH: The Plan of Merger, attached hereto as Exhibit A, was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, all of one class, and entitled to vote on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
NUTRI/SYSTEM WEIGHT LOSS CO., INC.	100
N/S CENTERS OF IDAHO, INC.	100

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

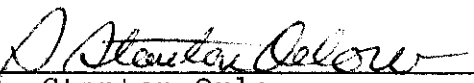
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
NUTRI/SYSTEM WEIGHT LOSS CO., INC.	100	-0-
N/S CENTERS OF IDAHO, INC.	100	-0-

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.


Dated October 25 , 1982.

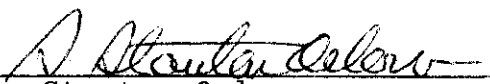
NUTRI/SYSTEM WEIGHT LOSS CO., INC.

By 
S. Laurence Shaiman
Its Vice President

and 
S. Stanton Orlow
Its Secretary

N/S CENTERS OF IDAHO, INC.

By 
S. Laurence Shaiman
Its Vice President

and 
S. Stanton Orlow
Its Secretary

STATE OF PENNSYLVANIA)
)
COUNTY OF MONTGOMERY) SS

I, *Marianne Pishock*, a notary public, do hereby certify that on this *25th* day of October, 1982, personally appeared before me S. Laurence Shaiman, who, being by me first duly sworn, declared that he is the Vice President of NUTRI/SYSTEM WEIGHT LOSS CO., INC., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Marianne Pishock

Notary Public

(Notarial Seal)

My Commission Expires:

MARIANNE PISHOCK, Notary Public
Lower Moreland Twp., Montgomery Co.
My Commission Expires Sept. 1, 1986

STATE OF PENNSYLVANIA)
)
COUNTY OF MONTGOMERY) SS

I, *Marianne Pishock*, a notary public, do hereby certify that on this *25th* day of October, 1982, personally appeared before me S. Laurence Shaiman, who, being by me first duly sworn, declared that he is the Vice President of N/S CENTERS OF IDAHO, INC., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Marianne Pishock

Notary Public

(Notarial Seal)

My Commission Expires:

MARIANNE PISHOCK, Notary Public
Lower Moreland Twp., Montgomery Co.
My Commission Expires Sept. 1, 1986

Exhibit A

PLAN OF MERGER

* * * * *

FIRST: NUTRI/SYSTEM WEIGHT LOSS CO., INC., a corporation organized under the laws of the Commonwealth of Pennsylvania, shall merge with and into itself and assume the liabilities and obligations of N/S CENTERS OF IDAHO, INC., a corporation organized under the laws of the State of Idaho. The name of the surviving corporation is NUTRI/SYSTEM WEIGHT LOSS CO., INC.

SECOND: Since all of the issued and outstanding shares of NUTRI/SYSTEM WEIGHT LOSS CO., INC., the surviving corporation, and all of the issued and outstanding shares of N/S CENTERS OF IDAHO, INC., the merging corporation, are owned by NUTRI/SYSTEM, INC., a Pennsylvania corporation, on the effective date of the merger all of the issued and outstanding shares of N/S CENTERS OF IDAHO, INC., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of NUTRI/SYSTEM WEIGHT LOSS CO., INC. shall be the Articles of Incorporation of the corporation surviving the merger. No

changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The by-laws of NUTRI/SYSTEM WEIGHT LOSS CO., INC. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of NUTRI/SYSTEM WEIGHT LOSS CO., INC. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on October 31, 1982.