

F03000005671

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000316738 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

03 NOV 13 PM 4:05
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

GNC Franchising, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

RECEIVED
03 NOV 13 PM 2:48
REGISTRATION STAFF
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Handwritten signature/initials
11-13-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. GNC Franchising, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Pennsylvania (State or country under the law of which it is incorporated) 3. (FBI number, if applicable)

4. October 29, 2003 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 300 Sixth Ave., Pittsburgh, PA 15222 (Principal office address)

same (Current mailing address)

8. Retail Sales (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System By: [Signature] (Registered agent's signature)

Jeffrey R. Graves Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

03 NOV 13 PM 4:05

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James M. Sander
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James M. Sander, Vice President
(Typed or printed name and capacity of person signing application)

03 NOV 13 PM 1:05
RECEIVED
MONTGOMERY COUNTY

ATTACHMENT

GNC Franchising, Inc.

Directors:

| Name | Address |
|----------------|--------------------------------------|
| Michael Meyers | 300 Sixth Ave., Pittsburgh, PA 15222 |
| James Sander | 300 Sixth Ave., Pittsburgh, PA 15222 |
| Dave Heilman | 300 Sixth Ave., Pittsburgh, PA 15222 |

Officers:

| Name/Office | Address |
|------------------------------|--------------------------------------|
| Michael Meyers- President | 300 Sixth Ave., Pittsburgh, PA 15222 |
| James Sander- Vice President | 300 Sixth Ave., Pittsburgh, PA 15222 |
| James Sander-Secretary | 300 Sixth Ave., Pittsburgh, PA 15222 |

REC'D
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 07-11-2005 BY 60322 UCBAW

03 NOV 13 PM 4:05

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

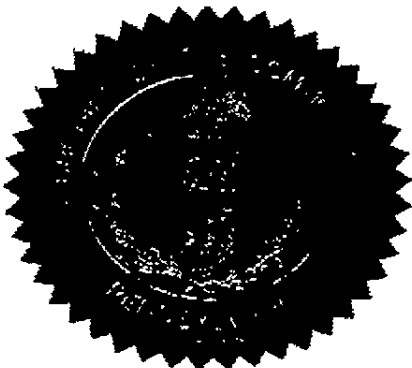
November 10, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

GNC FRANCHISING, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Perth C. Conto's
Secretary of the Commonwealth

tblouch