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Share
Exchange

MERGER OR SHARE EXCHANGE
Quick Weight Loss Centers, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF SHARE EXCHANGE
of
QUICK WEIGHT LOSS CENTERS SAP, INC., a Florida corporation
for
QUICK WEIGHT LOSS CENTERS, INC., a Florida Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act ("Florida Act"), Quick Weight Loss Centers SAP, Inc., a Florida corporation (the "Merging Corporation") and Quick Weight Loss Centers, Inc. (the "Surviving Corporation") adopt the following Articles of Share Exchange (the "Articles") for the purpose of effecting a share exchange and certify as follows:

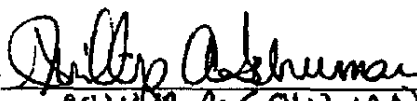
1. Quick Weight Loss Centers SAP, Inc., 4350 Sunrise Blvd., Suite 122, Plantation, Florida 33313; FEI Number: 22-3971793; Florida Document Number: P07000122500.
2. Quick Weight Loss Centers, Inc., 4350 Sunrise Blvd., Suite 122, Plantation, Florida 33313; FEI Number: 65-1130244; Florida Document Number: P01000076780.
3. A Plan of Share Exchange, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1105 of the Florida Act, and (ii) the Surviving Corporation. The Plan effects a share exchange (the "Share Exchange") of the shares of the Merging Corporation with the shares of the Surviving Corporation.
4. The Plan was (i) approved by the Board of Directors, and unanimously approved and adopted by the shareholders of the Merging Corporation on March 31, 2011, and (ii) approved by the Board of Directors, and unanimously approved and adopted by the shareholders of the Surviving Corporation on March 31, 2011.
5. The effective date of the Share Exchange shall be the date on which these Articles of Share Exchange are filed with the Florida Department of State.
6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 4350 Sunrise Blvd., Suite 122, Plantation, Florida 33313.
7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
8. The Share Exchange is not prohibited by any regulation, or the Articles of Incorporation of the Surviving Corporation.
9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

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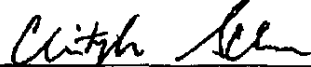
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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Share Exchange to be executed this 31 day of March, 2011 by each of their duly authorized representatives.

QUICK WEIGHT LOSS CENTERS, INC.
as the Surviving Corporation

By: 
Name: PHILLIP A. SCHUMAN
Title: PRESIDENT

QUICK WEIGHT LOSS CENTERS SAP, INC.
as the Merging Corporation

By: 
Name: CHRISTOPHER SCHUMAN
Title: PRESIDENT

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EXHIBIT "A"

Plan of Share Exchange

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PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE (the "Plan"), having been approved and adopted on March 31, 2011 by the shareholders of QUICK WEIGHT LOSS CENTERS SAP, INC., a Florida corporation (the "Merging Corporation") in accordance with Section 607.1102 of the Florida Act (as such term is described in the Articles of Share Exchange) and on March 31, 2011 by QUICK WEIGHT LOSS CENTERS, INC., a Florida corporation (the "Surviving Corporation"), pertains to the exchange of the shares of the Merging Corporation owned by the shareholders of the Merging Corporation for the shares of the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS:

A. The Surviving Corporation was incorporated in the State of Florida on August 1, 2001 under the name QUICK WEIGHT LOSS CENTERS, INC. and shall be the surviving corporation in the Share Exchange. A copy of the Surviving Corporation's Articles of Incorporation is attached hereto as Exhibit "A."

B. The Merging Corporation was incorporated in the State of Florida on November 9, 2007 under the name QUICK WEIGHT LOSS CENTERS SAP, INC. and shall be the target corporation in the Share Exchange.

C. Pursuant to Plan of Merger, the Merging Corporation will be merged into the Surviving Corporation (the "Merger").

D. The Merging Corporation has authorized Ten Thousand (10,000) shares of \$0.01 par value common stock (the "Merging Common Stock"), of which Five Thousand (5,000) shares of the Merging Common Stock are currently issued and outstanding. The issued and outstanding Merging Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Share Exchange. The outstanding shares of Merging Common Stock is owned by each of the shareholders of the Merging Corporation (collectively, the "Merging Shareholders") in the amounts set forth next to such Merging Shareholder's name on the attached Schedule 1.

E. The Surviving Corporation has authorized Twenty Thousand (20,000) shares of \$0.10 par value common stock (the "Surviving Common Stock"), of which Ten Thousand (10,000) shares of the Surviving Common Stock are currently issued and outstanding. The issued and outstanding Surviving Common Stock of the Surviving Corporation (the "Initial Share") is the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Share Exchange. The outstanding shares are held by each of the shareholders of the Surviving Corporation (collectively, the "Surviving Shareholders").

F. After giving effect to the Merger, the total number of issued and outstanding shares of the Surviving Corporation shall be Twelve Thousand Three Hundred Eight (12,308)

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shares. The outstanding shares shall be held by each of the Surviving Shareholders and Merging Shareholders (collectively, the "Constituent Shareholders") shall be in the amounts set forth next to such Constituent Shareholder's name on the attached Schedule 2.

G. The Boards of Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective shareholders, that each share of the Merging Corporation owned by each of its shareholders be exchanged (the "Share Exchange") for 46.16 percent of a share of the Surviving Corporation, on the terms and subject to the conditions set forth herein. For example, if a shareholder owns 1,000 shares of the Merging Corporation they will 461.6 shares of the Surviving Corporation.

ARTICLE I

The Share Exchange

On the Effective Date (as defined in Article III(A) hereof), the Merging Common Stock shall be exchanged for shares of the Surviving Common Stock in accordance with the Florida Business Corporation Act (the "Florida Act") and the Merging Corporation shall be merged into the Surviving Corporation pursuant to the Plan of Merger.

ARTICLE II

Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Date, the Merging Common Stock of each of the Merging Shareholders will be exchanged for the Surviving Common Stock in the following manner:

(a) Each share of the Merging Common Stock issued and outstanding on the Effective Date shall be exchanged for 46.16 percent of a share of the Surviving Common Stock of the Surviving Corporation, which shares of Surviving Common Stock shall then be issued and outstanding.

(b) The exchange shall be effected as follows: after the Effective Date, each Merging Shareholder shall surrender certificates representing his, hers or its shares of Merging Common Stock to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require (except for Arnee Pack, who was never issued a certificate representing her shares in the Merging Corporation). Any documentary stamp taxes that may be due upon the initial issuance of the Surviving Common Stock shall be paid by Surviving Corporation. On receipt of certificates representing a Merging Shareholders' shares of Merging Common Stock (or for Arnee Pack, at the Effective Date), the Surviving Corporation shall issue to such Merging Shareholder certificates for shares of Surviving Common Stock representing the number of shares of Surviving Common Stock to which such Merging Shareholder is entitled as provided above.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its shareholders to be converted into

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rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

**ARTICLE III.
Effect of Share Exchange**

A. The effective date of the Share Exchange (the "Effective Date") shall be the date on which the Articles of Share Exchange are filed with the Florida Department of State.

**ARTICLE IV.
Indemnification**

The Surviving Corporation shall indemnify the Merging Shareholders for all manner of action and actions, cause and causes of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity against the Merging Shareholders, by virtue of their becoming a Surviving Shareholder as a result of this Share Exchange, which any person had, now has, or hereafter can, shall or may have, against the Surviving Corporation, for, upon or by reason of any matter, cause or thing whatsoever, that may have arisen prior to the date of this Share Exchange.

**ARTICLE V.
Miscellaneous**

A. This Plan shall be submitted for the approval by written consent of the shareholders of the Constituent Entities in the manner provided by the applicable laws of the State of Florida.

B. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 4350 Sunrise Blvd, Suite 122, Plantation, FL 33313.

C. As part of the Merger, the Articles of Incorporation of the Merging Corporation shall no longer be in effect, but instead the Articles of Incorporation of the Surviving Corporation shall govern.

D. A copy of the Plan will be furnished by the Surviving Corporation to each shareholder of the Constituent Entities.

E. This Plan may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

F. The foregoing Recitals are true and are hereby incorporated into and made a part of this Plan. The Schedules and Exhibits to this Plan are hereby incorporated into and made a part of this Plan.

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G. No waiver of any breach of any provision of this Plan shall constitute a waiver of any prior, concurrent or subsequent breach of the same or any other provisions of this Plan and no waiver shall be effective unless made in writing and signed by an authorized representative of the party against which the waiver is sought to be enforced.

H. If any dispute related to this Plan cannot be resolved through negotiation and mediation, the parties agree that any legal action related to this Plan shall be brought in Broward County, Florida.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.


[signature page to follow]

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IN WITNESS WHEREOF, the following authorized officer of each of the Constituent Entities has executed this Plan of Share Exchange to evidence their agreement hereto.

QUICK WEIGHT LOSS CENTERS SAP, INC.,
as the Merging Corporation

By: 
Name: CHRISTOPHER SCHUMAN
Title: PRESIDENT

QUICK WEIGHT LOSS CENTERS, INC.,
as the Surviving Corporation

By: 
Name: WILLIAM A. SCHUMAN
Title: PRESIDENT

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SCHEDULE 1**List of Shareholders and Shares Owned for**
Merging Corporation

Merging Shareholder	Number of Shares
Lynn S. Allen	2,000
Christopher M. Schuman	1,750
Arnee Pack	1,000
Christine Hendler	250

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SCHEDULE 2**List of Shareholders and Shares Owned for
Surviving Corporation after Merger**

Constituent Shareholder	Number of Shares
Phillip A. Schuman	2,000
Phillip R. Schuman Trust	4,000
Christopher Schuman	2,807.8
Lynn S. Allen	2,923.2
Arnee Pack	461.6
Christine Hendler	115.4
TOTAL ISSUED SHARES	12,308

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