

F97000001250

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GNC FRANCHISING, INC.

Certificate of Status	0
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000001250

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. GNC Franchising, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. 02/06/1997

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 29, 2003

5. Franchising Oldco, Inc.


(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

James M. Sander

(Typed or printed name)

11/13/03
(Date)

Vice President

(Title)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

November 10, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on October 29, 2003 for GNC FRANCHISING, INC., a Pennsylvania corporation, incorporated November 2, 1987, whereby the corporate name was changed to FRANCHISING OLDCO, INC.

WHEREFORE, it appears that FRANCHISING OLDCO, INC. remains a subsisting Pennsylvania corporation 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.

Pech C. Cantor

Secretary of the Commonwealth

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