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MERGER OR SHARE EXCHANGE
Quick Weight Loss Centers, Inc.

Certificate of Status	0
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Merger

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ARTICLES OF MERGER

of

QUICK WEIGHT LOSS CENTERS SAP, INC.

with and into

QUICK WEIGHT LOSS CENTERS, INC.

Pursuant to Sections 607.1101-.1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, Quick Weight Loss Centers, Inc., a Florida corporation, and Quick Weight Loss Centers SAP, Inc., a Florida corporation

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Formation</u>	<u>FL ID No.</u>
Quick Weight Loss Centers, Inc.	Florida	P01000076780
Quick Weight Loss Centers SAP, Inc.	Florida	P07000122500

SECOND: The name of the Surviving corporation of the merger of Quick Weight Loss Centers SAP, Inc. ("Merging Corporation") with and into Quick Weight Loss Centers, Inc. (the "Merger") is Quick Weight Loss Centers, Inc. (the "Surviving Corporation").

THIRD: A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) Merging Corporation in accordance with Section 607.1103 of the Florida Act, and (ii) the Surviving Corporation in accordance with Section 607.1103 of the Florida Act. The Plan provides for the merger of Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.

FOURTH: The Plan was (i) recommended by the Board of Directors of Merging Corporation and, pursuant to Section 607.0704 of the Florida Business Corporation Act, was unanimously approved and adopted by written consent of all of the Shareholders of Merging Corporation on March 31, 2011, and (ii) recommended by the Board of Directors of Surviving Corporation and, pursuant to Section 607.0704 of the Florida Business Corporation Act, was unanimously approved and adopted by written consent of all of the Shareholders of Surviving Corporation on March 31, 2011.

FIFTH: That the articles of incorporation that shall survive the merger shall be those of the Surviving Corporation.

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SIXTH: That the Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

These Articles of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: March 31, 2011

QUICK WEIGHT LOSS CENTERS, INC.

By: 
Name: PHILIP A. SCHUMAN
Title: PRESIDENT

QUICK WEIGHT LOSS CENTERS SAP, INC.

By: 
Name: CHRISTOPHER SCHUMAN
Title: PRESIDENT

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PLAN OF MERGER

of

QUICK WEIGHT LOSS CENTERS SAP, INC.

with and into

QUICK WEIGHT LOSS CENTERS, INC.

This PLAN OF MERGER was approved on March 31, 2011 by Quick Weight Loss Centers SAP, Inc. ("Merging Corporation"), a corporation incorporated under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on March , 2011 by Quick Weight Loss Centers, Inc. ("Surviving Corporation"), a corporation incorporated under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date. The names of the corporations planning to merge are Quick Weight Loss Centers, Inc. and Quick Weight Loss Centers SAP, Inc. The name of the surviving corporation into which Merging Corporation plans to merge is Quick Weight Loss Centers, Inc. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act").

1. Merging Corporation shall, pursuant to the provisions of the Florida Act, be merged with and into Surviving Corporation, which shall be the surviving corporation upon the effective date of the merger and which shall continue to exist as said Surviving Corporation under the name of "Quick Weight Loss Centers, Inc." pursuant to the provisions of the Florida Act. The separate existence of Merging Corporation shall cease upon the effective date of the merger in accordance with the provisions of the Florida Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, as recently amended on March 31, 2011, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The by-laws of the surviving corporation shall be the present By-Laws of the Surviving Corporation, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. Pursuant to a Plan of Share Exchange, dated March 31, 2011, each share of common stock of the Merging Corporation issued and outstanding immediately prior to the effective date of the merger shall be converted into and become 46.16 percent of a fully paid and nonassessable share of the Surviving Corporation.

5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the Merging Corporation and to the Shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Act.

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6. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the Surviving Corporation and by the Shareholders entitled to vote of the Merging Corporation in the manner prescribed by the provisions of the Florida Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the Surviving Corporation, the Board of Directors and the proper officers of the Merging Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.


[signatures to follow]

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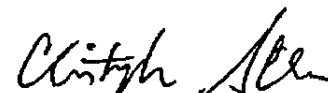
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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

QUICK WEIGHT LOSS CENTERS, INC.

By: 
Name: PHILLIP A. SCHUMAN
Title: PRESIDENT

QUICK WEIGHT LOSS CENTERS SAP, INC.

By: 
Name: CHRISTOPHER SCHUMAN
Title: PRESIDENT

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