

PO2000037629

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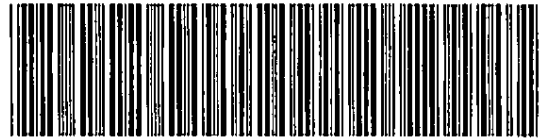
(Business Entity Name)

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2018 MAR -2 AM 10:20

MAR 05 2018
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GNC Management, Inc

Name of Surviving Corporation

2018 MAR -2 AM 10:22

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Miguel J Rodriguez

Contact Person

Rodriguez, Kinzbrunner & Company, LLP

Firm/Company

1776 N Pine Island Rd, Ste 216

Address

Plantation, FL 33322

City/State and Zip Code

mjr@rkccpas.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Miguel J Rodriguez

Name of Contact Person

At (954) 680-6114

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GNC Management, Inc	Florida	P02000037629

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Boca Westwinds Nutrition Center, Inc	Florida	P97000086496
Midway Nutrition Center, Inc	Florida	P97000086508
Cypress Nutrition, Inc	Florida	P97000034803
Royal Palm Nutrition Center, Inc	Florida	P07000125565
Tower Nutrition Center, Inc	Florida	P97000086464

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 02 /28 /2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 02/28/2018

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 02/28/2018

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
GNC Management, Inc	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Boca Westwinds Nutrition Center, Inc	Florida
Midway Nutrition Center, Inc	Florida
Cypress Nutrition, Inc	Florida
Royal Palm Nutrition Center, Inc	Florida
Tower Nutrition Center, Inc	Florida

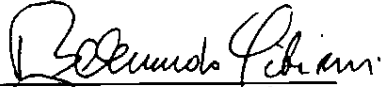



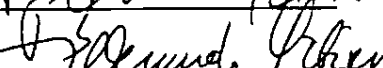
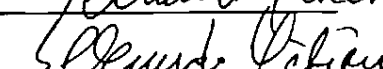
Third: The terms and conditions of the merger are as follows:

Boca Westwinds Nutrition Center, Inc, Midway Nutrition Center, Inc, Cypress Nutrition, Inc, Royal Palm Nutrition Center, Inc, and Tower Nutrition Center, Inc will merge into GNC Management, Inc with GNC Management, Inc remaining the sole surviving entity.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
GNC Management, Inc		Bernardo Yibirin, President
Boca Westwinds Nutrition Cent		Bernardo Yibirin, Director
Midway Nutrition Center, Inc		Bernardo Yibirin, Director
Cypress Nutrition, Inc		Bernardo Yibirin, Director
Royal Palm Nutrition Center, In		Bernardo Yibirin, Director
Tower Nutrition Center, Inc		Bernardo Yibirin, Director

ATTACHMENT TO PLAN OF MERGER – GNC Management, Inc (Surviving Entity)

Article Fourth:

Each Shareholder of Boca Westwinds Nutrition Center, Inc, Midway Nutrition Center, Inc, Cypress Nutrition, Inc, Royal Palm Nutrition Center, Inc and Tower Nutrition Center, Inc will receive one share of GNC Management, Inc in exchange for each of their shares in Boca Westwinds Nutrition Center, Inc, Midway Nutrition Center, Inc, Cypress Nutrition Inc, Royal Palm Nutrition Center, Inc and Tower Nutrition Center, Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A