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MERGER OR SHARE EXCHANGE

General Nutrition Centers, inc.

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ARTICLES OF MERGER
(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
General Nutrition Centers, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Informed Nutrition, Inc.	Florida	P95000088282

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 12 / 31 / 08 (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.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 22 2008 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 December 22 2008

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)

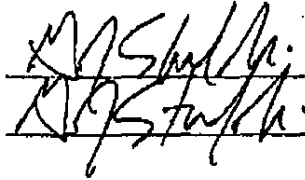
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

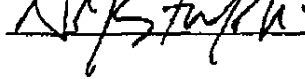
Typed or Printed Name of Individual & Title

General Nutrition Centers, Inc.



Gerald J. Stubenhofer, Jr., Sr. Vice President

Informed Nutrition, Inc.



Gerald J. Stubenhofer, Jr., Sr. Vice President

EXHIBIT

A

**AGREEMENT AND PLAN OF MERGER
OF
GNC US DELAWARE, INC.;
GENERAL NUTRITION COMPANIES, INC.;
GENERAL NUTRITION, INCORPORATED (a Pennsylvania corporation);
INFORMED NUTRITION, INC. (a Florida corporation);
GNC (CANADA) HOLDING COMPANY; and
GNC CANADA LIMITED
INTO
GENERAL NUTRITION CENTERS, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of the 22nd day of December, 2008, by and among General Nutrition Centers, Inc. (the "Corporation"), GNC US Delaware, Inc., a Delaware corporation, General Nutrition Companies, Inc., a Delaware corporation, General Nutrition, Incorporated, a Pennsylvania corporation, Informed Nutrition, Inc., a Florida corporation, GNC (Canada) Holding Company, a Delaware corporation and GNC Canada Limited, a Delaware corporation (collectively the "Merging Entities").

RECITALS

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its stockholder that the Merging Entities be merged with and into the Corporation (the "Merger") upon the terms and conditions set forth herein and in accordance with Delaware General Corporation Law (the "DGCL"), the Pennsylvania Business Corporation Law of 1988 (the "BCL") and Florida Statutes; and

WHEREAS, the Board of Directors of the Corporation and the Boards of Directors of the Merging Entities have recommended the Merger and this Plan of Merger to the stockholders of the Corporation and the Merging Entities, respectively, and the stockholders of the Corporation and the Merging Entities have reviewed and approved this Plan of Merger.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Merger. On the terms and subject to the conditions contained in this Plan of Merger, the Merging Entities shall be merged with and into the Corporation, and the separate legal existence of each of the Merging Entities shall thereupon cease and the Corporation shall continue as the surviving entity under the name "General Nutrition Centers, Inc." and shall continue to be governed by the laws of the State of Delaware (the "Merger").

2. Effective Time. The effective time of the Merger contemplated and provided for herein shall be 11:59 p.m., December 31, 2008 (the "Effective Time").

3. Certificate of Incorporation; Bylaws. From and after the Effective Time, the Certificate of Incorporation and the Bylaws of the Corporation, each as amended to date, shall be the Certificate of Incorporation and Bylaws of the surviving corporation.

4. Officers and Directors of the Surviving Corporation. From and after the Effective Time, the officers and directors of the Corporation prior to the Merger shall be the officers and directors of the surviving corporation.

5. Conversion of Capital Stock. At the Effective Time, the shares of the Merging Entities' common stock issued and outstanding immediately prior to the Effective Time shall, without any action on the part of the holders thereof or the Merging Entities, be canceled and retired, and the certificates evidencing ownership thereof shall provide the holder with no rights or privileges.

6. Certificates / Articles of Merger. Prior to the Effective Time, the parties hereto shall file or cause to be filed (a) a certificate of merger with the Secretary of State of the State of Delaware in accordance with the provisions of the DGCL, (b) articles of merger with the Secretary of State of the Commonwealth of Pennsylvania in accordance with the BCL, (c) a certificate of merger with the Secretary of State of the State of Florida in accordance with the provisions of Florida Statutes.

7. Rights and Liabilities of Surviving Entity. From and after the Effective Time, subject to the terms of this Plan of Merger, all rights, privileges and powers of Merging Entities and all property, real, personal and mixed, and all debts due to Merging Entities as well as all other things and causes of action belonging to Merging Entities shall be vested in the Corporation, as the surviving entity; and shall thereafter be the property of the Corporation as if it were the party thereto, and the title to any real property vested by deed or otherwise in Merging Entities shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Corporation as the surviving entity; subject to the terms of this Plan of Merger, all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; subject to the terms of this Plan of Merger, all debts, liabilities and duties of the respective parties hereto shall henceforth attach to the Corporation, as the surviving entity, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

8. Service of Process. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 300 Sixth Avenue, Pittsburgh, PA 15222.

9. Further Acts. The Corporation and the Merging Entities are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute and deliver, file and 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 of the provisions of this Plan of Merger provided for herein.

10. Termination. Notwithstanding the full approval and adoption of this Plan of Merger, this Plan of Merger may be terminated with the consent of all parties hereto at any time prior to the filings referenced in Section 6 hereof.

11. Counterparts. This Plan of Merger may be executed and delivered in multiple counterparts, and by the parties hereto in separate counterparts, each of which when executed and delivered shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of counterparts via facsimile transmission or via email with scan attachment shall be effective as if originals thereof were delivered.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date first above written.

GNC US DELAWARE, INC.

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

GNC (CANADA) HOLDING
COMPANY

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

GENERAL NUTRITION COMPANIES, INC.

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

GNC CANADA LIMITED

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

GENERAL NUTRITION, INCORPORATED

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

GENERAL NUTRITION CENTERS,
INC.

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President

INFORMED NUTRITION, INC.

By: [Signature]
Name: Gerald J. Stubenhofer, Jr.
Title: Senior Vice President