

V02172

Florida Department of State
Division of Corporations
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Fax Number : (850) 878-5368

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HUMAN PERFORMANCE INSTITUTE, INC.**

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TRANSMISSION VERIFICATION REPORT

EFFECTIVE DATE
Jan 2, 2012

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)
HealthMedia, Inc.	Michigan	476857

Second: The name and jurisdiction of each merging corporations:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Human Performance Institute, Inc.	Florida	V02172
Wellness & Prevention, Inc.	Delaware	4615228

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on January 2, 2012.

Fifth: Adoption of Merger by surviving corporation

The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation and the sole shareholder of the surviving corporation on December 1, 2011.

Sixth: Adoption of Merger by merging corporations

The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation and the sole shareholders of the merging corporations on December 1, 2011.

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated this 5th day of December 2011, pursuant to section 252 of the General Corporation Law of the State of Delaware, section 607.1105 of the Florida Business Corporations Act of the State of Florida and Act 284 of the Public Acts of 1972 of the State of Michigan, between Wellness & Prevention, Inc. ("WPI"), a Delaware corporation, Human Performance Institute, Inc. ("HPI"), a Florida corporation and HealthMedia, Inc. ("HMI"), a Michigan corporation and the surviving corporation.

WITNESSETH that:

WHEREAS, WPI and HPI desire to merge with and into HMI, and HMI desires to merge with and into itself, WPI and HPI (the "Merger");

WHEREAS, the respective boards of directors of WPI, HPI and HMI deem the Merger to be advisable and in the best interest of the corporations;

WHEREAS, Johnson & Johnson, the sole shareholder of WPI, HMI and HPI deems the Merger to be advisable and in the best interest of the corporations; and

WHEREAS, the registered offices of WPI in the State of Delaware are located at 1209 Orange Street, Wilmington, Delaware, 19801, and the name of their registered agent at such address is The Corporation Trust Company; the registered offices of HPI in the State of Florida are located at 1200 South Pine Island Road, Plantation, Florida 33324, and the name of their registered agent at such address is The Corporation Company; and the registered office of HMI in the State of Michigan is located at 30600 Telegraph Road, Suite 2345, Bingham Farms Michigan 48025, and the name of its registered agent at such address is CT Corporation System.

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: WPI and HPI hereby merge themselves into HMI, and HMI shall be the surviving corporation.

SECOND: The Articles of Incorporation of HMI, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger; provided, that Article I of the Articles of Incorporation of HMI shall be amended and restated in its entirety to read as follows:

"ARTICLE I

The name of the corporation is Wellness & Prevention, Inc."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) All of the issued and outstanding shares of common stock of WPI and HPI are owned at the effective time of the merger by Johnson & Johnson, a New Jersey corporation. All of the issued and outstanding shares of HMI at the effective time of the merger are owned by Johnson & Johnson. At the effective time of the merger, all of the issued and outstanding shares of WPI and HPI shall be cancelled and no shares of HMI shall be issued and exchanged therefore.

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

(a) The by-laws of HMI as they exist on the effective date of the merger shall be and remain the by-laws of the corporation surviving this merger until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of HMI shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 2, 2012.

(d) Upon the merger becoming effective, all property rights, privileges and other asset of every kind and description of WPI and HPI shall be transferred to, vested in and devolve upon HMI without further act or deed.

FIFTH: HMI may be served with process in the State of Delaware in any processing for enforcement of any obligation of WPI or HPI as well as for enforcement of any obligations to HMI arising from the merger provided for in this Agreement, 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. HMI does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 130 South First Street, Ann Arbor, Michigan 48104, until HMI shall have hereafter designated in writing to the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to HMI at the above address.

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IN WITNESS WHEREOF, each party to this Agreement, pursuant to the approval and authority given by resolution adopted by their respective Board of Directors and Shareholders, has caused this Agreement to be executed by its proper officer as the respective act, deed and agreement of each such corporation on this 5th day of December 2011.

WELLNESS & PREVENTION, INC.



Name: Sanjay Gupta
Title: President

HUMAN PERFORMANCE INSTITUTE, INC.

Name: William Donovan
Title: President

HEALTHMEDIA, INC.




Name: Sanjay Gupta
Title: President

CERTIFICATION

I, Christopher J. Andrew, Secretary of Wellness & Prevention, Inc. ("WPI"), a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of WPI, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of WPI, was duly submitted to the sole stockholder of WPI, that one (1) share of stock of said corporation was on said date issued and outstanding and that the sole shareholder duly approved the Agreement and Plan of Merger pursuant to a unanimous written consent duly executed by such sole stockholder without a meeting in the manner prescribed by Delaware law.

WITNESS my hand on behalf of said Corporation, this 5th day of December, 2011.



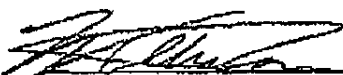
Christopher J. Andrew
Secretary

IN WITNESS WHEREOF, each party to this Agreement, pursuant to the approval and authority given by resolution adopted by their respective Board of Directors and Shareholders, has caused this Agreement to be executed by its proper officer as the respective act, deed and agreement of each such corporation on this 5th day of December 2011.

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Title: President

HUMAN PERFORMANCE INSTITUTE, INC.



Name: William Donovan
Title: President

HEALTHMEDIA, INC.

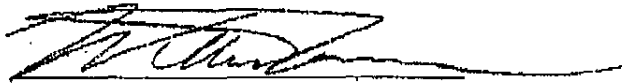
Name: Sanjay Gupta
Title: President

Seventh: SIGNATURES FOR EACH CORPORATION

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