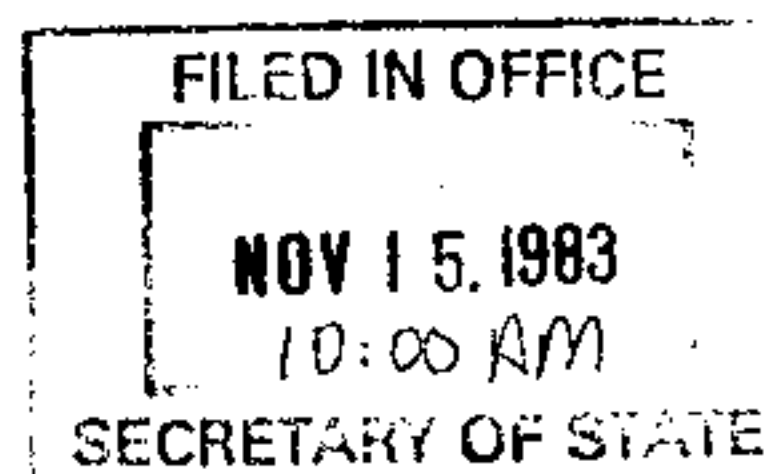


2375
ARTICLES OF MERGER
OF



WEIGHT WATCHERS OF NORTHERN ALABAMA, INC.

INTO

WEIGHT WATCHERS OF GREATER BIRMINGHAM, INC.

changing the name of the survivor to

WEIGHT WATCHERS OF NORTHERN ALABAMA, INC.

Pursuant to the provisions of §10-2A-144, Code of Alabama 1975, WEIGHT WATCHERS OF GREATER BIRMINGHAM, INC., an Alabama corporation ("Greater Birmingham"), adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary, WEIGHT WATCHERS OF NORTHERN ALABAMA, INC., an Alabama corporation ("Northern Alabama"), into the parent corporation, Greater Birmingham:

FIRST: The Plan of Merger in the form attached hereto as Exhibit A, which Exhibit is incorporated herein by reference, was approved by the directors of Greater Birmingham in the manner prescribed by §10-2A-144, Code of Alabama 1975.

SECOND: All one hundred (100) outstanding shares of common stock of Northern Alabama (there being no shares of any other class outstanding) are owned by the parent and surviving corporation, Greater Birmingham.

Hon. David K. Tinkler
Johnston, Barton, Proctor, Swedlaw & Naff
1100 Park Place Tower
Birmingham, Alabama 35203

THIRD: The Plan of Merger was presented to the directors of Greater Birmingham, the sole shareholder of Northern Alabama, on September 15, 1983.

FOURTH: The Certificate of Incorporation of Northern Alabama is filed in Jefferson County, Alabama, and the Certificate of Incorporation of Greater Birmingham is filed in Shelby County, Alabama.

DATED: October 31, 1983.

WEIGHT WATCHERS OF GREATER BIRMINGHAM, INC.

By

Its

President

By

Its

Secretary

STATE OF FLORIDA)

COUNTY OF ORANGE)

Seymour J. Gulscher being duly sworn, on his oath says that he is the President of Weight Watchers of Greater Birmingham, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger of Weight Watchers of Northern Alabama, Inc., into Weight Watchers of Greater Birmingham, Inc., and that the matters set forth therein are true and correct.

Sworn to and subscribed before me
this 31 day of October, 1983.

Bertha M. Dax
Notary Public

My Commission Expires: _____

Notary Public, State of Florida at Large
My Commission Expires February 16, 1985
Bonded by American Fire & Casualty Co.

PLAN OF MERGER
OF
WEIGHT WATCHERS OF NORTHERN ALABAMA, INC.
INTO
WEIGHT WATCHERS OF GREATER BIRMINGHAM, INC.

ARTICLE I
TERMS AND CONDITIONS OF MERGER

BOOK 25 PAGE 103
1.1 Effect of Merger. On the effective date of the Merger, as hereinafter defined in Article II hereof, Weight Watchers of Northern Alabama, Inc. ("Northern Alabama"), a wholly-owned subsidiary of Weight Watchers of Greater Birmingham, Inc. ("Greater Birmingham"), shall be merged with and into Greater Birmingham in accordance with the provisions of the Alabama Business Corporation Act. The merger of Northern Alabama with and into Greater Birmingham is hereinafter referred to as the "Merger." Greater Birmingham shall be the surviving corporation of the Merger and shall continue to exist and to be governed by the laws of the State of Alabama under the corporate name "Weight Watchers of Northern Alabama, Inc." The Merger shall be effected by the filing of Articles of Merger in the Office of the Secretary of State of Alabama and the issuance of a Certificate of Merger by said Secretary of State pursuant to the provisions of §10-2A-144, Code of Alabama 1975.

1.2 Effect on Shares of Northern Alabama. As a result of and pursuant to the Merger, all outstanding shares of Northern Alabama shall be cancelled. There will be no change in the outstanding capital stock of Greater Birmingham other than the effect of the change of the corporate name provided for herein.

1.3 Surrender of Certificates. On or after the effective date of the Merger, each holder of an outstanding certificate or certificates representing shares of Greater Birmingham stock may surrender the same to Greater Birmingham and receive in

EXHIBIT A

exchange therefor a certificate or certificates for the same number of shares, which certificate or certificates shall reflect the change of name of Greater Birmingham to Weight Watchers of Northern Alabama, Inc., as provided for herein.

ARTICLE II

EFFECTIVE DATE OF MERGER

The Merger shall become effective on the date of the filing of Articles of Merger in the Office of the Secretary of State of Alabama and the issuance of a Certificate of Merger by said Secretary of State.

ARTICLE III

CERTIFICATE OF INCORPORATION AND BYLAWS OF SURVIVING CORPORATION

3.1 Certificate of Incorporation. The Certificate of Incorporation of Greater Birmingham in effect immediately prior to the Merger shall remain unchanged and shall continue to be the Certificate of Incorporation of the surviving corporation of the Merger until altered, amended or repealed in accordance with the provisions thereof and of applicable law, except that the first paragraph of said Certificate of Incorporation shall be amended to read as follows:

FIRST: The name of the Corporation shall be
Weight Watchers of Northern Alabama, Inc.

3.2 Bylaws. The bylaws of Greater Birmingham in effect immediately prior to the Merger shall be the bylaws of the surviving corporation until altered, amended or repealed in accordance with the provisions thereof, and of applicable law.



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles

of Merger merging Weight Watchers of Northern Alabama, Inc. into Weight Watchers of Greater Birmingham, Inc., both Alabama corporations, changing name to Weight Watchers of Northern Alabama, Inc.

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Weight Watchers of Northern Alabama, Inc. into Weight Watchers of Greater Birmingham, Inc., changing name to Weight Watchers of Northern Alabama, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 15, 1983

Date

A handwritten signature in cursive script, reading "Don Siegelman".

Don Siegelman

Secretary of State

Recd 25.00
Jud 1.00
26.00

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Secretary of State
State of Alabama

1983 NOV 18 PM 12:20

I hereby certify that this
is a true and complete copy of
the document filed in this office

Thomas R. Shouder, Jr.
JUDGE OF PROBATE

on November 15, 1983

Dated 11/16/83

Secretary of State
Don Siegelman

Don Siegelman