

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:33 AM 09/23/2008
FILED 11:33 AM 09/23/2008
SRV 080977056 - 4603407 FILE

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

First: The name of this Corporation is GNCC Capital, Inc.

Second: Its registered office in the State of Delaware is to be located at 2711 Centerville Rd, Suite 400 Street, in the City of Wilmington, County of New Castle Zip Code 19808. The registered agent in charge thereof is Corporation Service Company, in County of New Castle.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have authority to issue is Five Hundred Million (500,000,000), consisting of Five Hundred million shares (500,000,000) of Common Stock, \$.0001 par value per share

Fifth: The name and mailing address of the incorporator are as follows:

Name Michael A. Littman


Mailing Address 7609 Ralston Road

Arvada, CO

Zip Code 80002

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this

19th day of SEPT, A.D. 20 08

BY: 
(Incorporator)

NAME: Michael A. Littman
(type or print)

AGREEMENT AND PLAN OF MERGER
AND REORGANIZATION INTO HOLDING COMPANY

THIS AGREEMENT dated as of October 16 2008 (the "Agreement"), is between GNC Merger Co., a Delaware corporation ("GMC"), and 4PL, Inc., a Delaware corporation ("4PL") as constituent corporations, and GNCC Capital, Inc. (GCAP) a Delaware corporation, a wholly owned subsidiary of GNC Merger Co. joins this Agreement, but GNCC Capital, Inc. is not a "constituent corporation".

WHEREAS, on the date hereof; GMC has authority to issue 500,000,000 shares of stock, \$0.0001 par value per share consisting of 500,000,000 common shares (the "GMC Common Stock"), of which 47,000,000 common shares are issued and outstanding.

WHEREAS, on the date hereof, GCAP, the wholly owned subsidiary, has authority to issue 500,000,000 shares of stock, \$0.001 par value per share, 500,000,000 common shares (the "GCAP common stock") of which 1,000 common shares are issued, outstanding and owned by GMC.

WHEREAS, on the date hereof, 4PL has authority to issue 500,000,000 shares of stock, \$0.001 par value, consisting of 500,000,000 common shares (the "4PL Common Stock") of which 1,000 shares are issued, outstanding and owned by GMC;

WHEREAS, the respective Boards of Directors of GMC, and GCAP have determined that it is advisable and in the best interests of each of such corporations that they reorganize into a holding company structure pursuant to Section 251(g) of the Delaware General Corporation Law, under which GCAP would survive as the holding company resulting from GMC forming a subsidiary company GCAP to be converted into a holding company immediately following, and with each holder of GMC Common Stock receiving one share of GCAP Common Stock in exchange for such share of GMC Common Stock;

WHEREAS, the respective Boards of Directors of GMC, and 4PL have determined that it is advisable and in the best interests of each of such corporations that they merge pursuant to Section 251(g) of the Delaware General Corporation Law, under which 4PL would survive as the surviving company resulting from GMC merging with and into 4PL which would then be a wholly owned subsidiary company GCAP to be converted into a holding company concurrently therewith.;

WHEREAS, under the respective certificates of incorporation of GMC, a constituent company, and GCAP, the wholly owned subsidiary, the GMC Common Stock has the same designations, rights and powers and preferences, and the qualifications, limitations and restrictions thereof, as the GCAP Common Stock which will be converted therefore pursuant to the holding company reorganization;

WHEREAS, the certificate of incorporation and bylaws of GCAP, as the holding company immediately following the reorganization, will contain provisions identical to the certificate of incorporation and Bylaws of GMC and 4PL immediately prior to the merger, other than differences permitted by Section 251(g) of the Delaware General Corporation Law;

WHEREAS, the certificate of incorporation of GMC is identical to the certificate of incorporation of GCAP, the wholly owned subsidiary, immediately prior to the reorganization into a holding company, other than differences permitted by Section 251(g) of the Delaware General Corporation Law pursuant to this Merger Agreement;

WHEREAS, the Board of Directors of 4PL has approved this Agreement, shareholder approval not being required pursuant to Section 251(g) of the Delaware General Corporation Law.

WHEREAS, the Boards of Directors of GMC and GCAP have approved this Agreement, shareholder approval not being required pursuant to Section 251(g) of the Delaware General Corporation Law;

WHEREAS, the parties hereto intend that the reorganization contemplated by this Agreement shall constitute a tax-free reorganization pursuant to Section 368(a) (1) of the Internal Revenue Code;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, GMC and 4PL as the constituent companies and GCAP as the designated holding company, hereby agree as follows:

I. Succession.

a) Holding Company. At the Effective Time, GCAP shall become the holding company of 4PL under Section 251(g) (3) & (4). The Certificate of Incorporation of GCAP in effect immediately prior to the Effective Time shall contain and, contain provisions identical to the Certificate of Incorporation of GMC immediately prior to the effective time and shall continue in full force and effect in the Certificate of Incorporation of the Surviving Corporation (GCAP).

b) Company Consolidation. At the Effective Time, the separate corporate existence of GMC shall cease by merger with and into 4PL, and 4PL shall succeed to all of the assets and property (whether real, personal or mixed), rights, privileges, franchises, immunities and powers of GMC, and 4PL shall assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of GMC, including, without limitation, all outstanding indebtedness of GMC, all in the manner and as more fully set forth in Section 251(g) of the Delaware General Corporation Law.

2. Merger. GMC shall be merged with and into 4PL (the "Merger"), and 4PL shall be the Surviving Corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective upon the later of the date and time of filing a certified copy of this Merger Agreement with the Secretary of State of the State of Delaware in accordance with Section 251(g) of the Delaware General Corporation Law or December 31, 2007 (the "Effective Time"). for accounting purposes only.

3. Certificate of Incorporation of the Surviving Corporation. At the Effective Time, the Certificate of Incorporation of 4PL, in effect immediately after to the Effective Time shall contain and, contains provision identical to the Certificate of Incorporation of GMC immediately prior to the merger, except, they are amended as set forth below and as so amended shall thereafter continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation

until further amended as provided therein and under the Delaware General Corporation Law.

(a) Article Nine shall be added and will read as follows:

"NINTH. Holding Company. Any act or transaction by or involving the Corporation that requires for its adoption under the Delaware General Corporation Law or under this Certificate of Incorporation the approval of the Corporation's stockholders shall, pursuant to Section 251(g) of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of the Corporation's holding company, GNCC Capital, Inc., or any successor by merger, by the same vote as is required by the Delaware General Corporation Law and/or by the Certificate of Incorporation of the Corporation."

4. Directors. The directors of GMC immediately prior to the Effective Time shall be the directors of the Surviving Corporation (4PL) and GCAP at and after the Effective Time to serve until the expiration of their respective terms and until their successors are duly elected and qualified.

5. Officers. The officers of GMC immediately preceding the Effective Time shall be the officers of the Surviving Corporation (4PL), and GCAP, at and after the Effective Time until their successors are duly elected and qualified.

6. Directors and Officer of 4PL. The directors and officers of GMC immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, 4PL, at and after the Effective Time to serve until the expiration of their respective term and until their successors are duly elected and qualified.

7. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

- (a) each share of GMC Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into and shall be one fully paid and nonassessable share of GCAP Common Stock;
- (b) each share of GMC Common Stock held in the treasury of GMC immediately prior to the Effective Time shall be cancelled and retired;
- (c) each option, warrant, purchase right, unit or other security of GMC convertible into shares of GMC Common Stock shall become convertible into the same number of shares of GCAP Common Stock as such security would have received if the security had been converted into shares of GMC Common Stock immediately prior to the Effective Time, and GCAP shall reserve for purposes of the exercise of such options, warrants, purchase rights, units or other securities an equal number of shares of GCAP Common Stock as GMC had reserved; and
- (d) each share of GCAP Common Stock issued and outstanding in the name of GMC immediately prior to the Effective Time shall be cancelled and retired and resume the status of authorized and unissued shares of GCAP Common Stock.

8. Other Agreements. At the Effective Time, GCAP shall assume any obligation of GMC to deliver or make available shares of GMC Common Stock under any agreement or employee benefit plan not referred to in Paragraph 7 herein to which GMC is a party. Any reference to GMC Common Stock under any such agreement or employee benefit plan shall be deemed to be a reference to GCAP Common Stock and one share of GCAP Common Stock shall be issuable in lieu of each share of GMC Common Stock required to be issued by any such agreement or employee benefit plan, subject to subsequent adjustment as provided in any such agreement or employee benefit plan.

9. Further Assurances. From time to time, as and when required by the Surviving Corporation (4PL) or by its successors or assigns, there shall be executed and delivered on behalf of GMC such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or conform, of record or otherwise, in the Surviving Corporation, the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of GMC, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized, in the name and on behalf of GMC or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

10. Certificates. At and after the Effective Time, all of the outstanding certificates which immediately prior thereto represented shares of GMC Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of GCAP Common Stock, as the case may be, into which the shares of GMC Common Stock represented by such certificates have been converted as herein provided and shall be so registered on the books and records of GCAP and its transfer agent. The registered owner of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to GCAP or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of GCAP Common Stock, as the case may be, evidenced by such outstanding certificate, as above provided.

11. Amendment. The parties hereto, by mutual consent of their respective boards of directors, may amend, modify or supplement this Agreement prior to the Effective Time.

12. Compliance with Section 251(g) of the Delaware General Corporation Law. Prior to the Effective Time, the parties hereto have taken all steps necessary to comply with Section 251(g) of the Delaware General Corporation Law, including without limitation, the following:

- a) Certificate of Incorporation and By-Laws of GCAP. At the Effective Time, the Certificate of Incorporation and By-Laws of GCAP shall be and are in the form of the Certificate of Incorporation and By-Laws of GMC, as in effect immediately prior to the Effective Time.
- b) Directors and Officers of GCAP. At the Effective Time, the directors and officers of GMC immediately prior to the Effective Time shall be and are the directors and officers of GCAP, in the case of directors, until their successors are elected and qualified and, in the case of officers, to serve at the pleasure of the Board of Directors of GCAP.

c) Filings. Prior to the Effective Time, the Surviving Corporation 4PL, shall cause a certified copy of this Agreement to be executed and filed with the Delaware Secretary of State. Prior to the Effective Time, to the extent necessary to effectuate any amendments to the certificates of incorporation of the Surviving Corporation (4PL) and GCAP contemplated by this Agreement, each of the Surviving Corporation and GCAP shall cause to be filed with the Delaware Secretary of State such certificates or documents required to give effect hereto and thereto.

13. Termination. This Agreement may be terminated, and the Merger, Reorganization and the other transactions provided for herein may be abandoned, at any time prior to the Effective Time, whether before or after approval of this Agreement by the board of directors of 4PL and GMC, by action of the board of directors of GMC if it determines for any reason, in its sole judgment and discretion, that the consummation of the Merger and Reorganization would be inadvisable or not in the best interests of GMC and its stockholders.

14. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

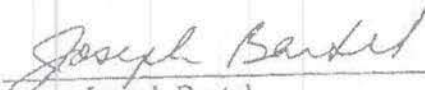
15. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

16. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

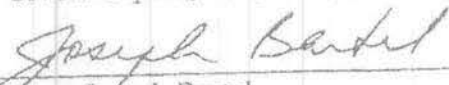
17. Effective Time. This Agreement shall be effective when filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, GNC Merger Co. and 4PL, Inc. as constituent companies have caused this Merger Agreement to be executed and delivered as of the date first above written, and GNCC Capital, Inc. has joined this Agreement as the newly designated holding company for purposes of carrying out the intent of this Agreement.

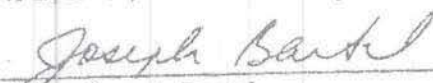
GNC MERGER CO., a Delaware corporation


Name: Joseph Bartel
Title: President and CEO

GNCC Capital, Inc., a Delaware corporation


Name: Joseph Bartel
Title: President and CEO

4PL, INC., a Delaware corporation

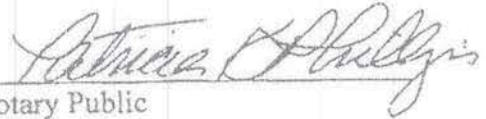

Name: Joseph Bartel
Title: President and CEO

STATE OF ~~COLORADO~~ NEW JERSEY
COUNTY OF JEFFERSON BERGEN

Before me, a Notary Public in and for said County, personally appeared Joseph Bartel the President of GNC Merger Co., GNCC Capital, Inc. and 4PL, Inc., on the 16th day of October, 2008, who certified that the foregoing Agreement and Plan of Merger and Reorganization into Holding Company was adopted by the board of directors of GNC Merger Co., GNCC Capital, Inc. and 4PL Inc. pursuant to Section 251(g) of the Delaware General Corporation Law, and that the conditions in the first sentence of Section 251(g) have been satisfied.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed by notary seal on the day and year last aforesaid.

Sworn to and subscribed before me this 16th day of October, 2008.


Notary Public

Commission Expires: **PATRICIA K. PHILLIPS**
Notary Public State of New Jersey
My Commission Expires Dec. 17, 2011

FROM :

FAX NO. :

Nov 13 2008 4:49PM Bartel

Nov. 13 2008 02:13PM 42/3
State of Delaware

9419513979 Secretary of State
Division of Corporations
Delivered 11:30 AM 11/12/2008
FILED 11:30 AM 11/12/2008
SRV 081109216 - 4603407 FILE

**CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION
OF GNCC CAPITAL, INC.**

GNCC Capital, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

1. The name of the Corporation is GNCC Capital, Inc. The Certificate of Incorporation for GNCC Capital, Inc. was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on September 23, 2008.

2. Pursuant to a meeting of the Board of Directors of the Corporation, the Corporation adopted resolutions setting forth the Amendment to the Certificate of Incorporation of the Corporation, requiring the proposed Amendment to the Certificate of Incorporation to be submitted to the stockholders of the Corporation for their approval as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended as to Article FOURTH, as follows:

Article FOURTH of the Certificate of Incorporation filed September 23, 2008 is hereby amended by adding the following:

Reverse Split. Each share of issued and outstanding Common Stock as of November 13, 2008, is reverse split on a one for fifteen basis such that each old share represents 1/15 of a new share. A surrender of the old share certificate is not required to be made by each shareholder, and the stockholders record will be automatically adjusted to reflect the reverse split. The new split adjusted share certificates will be transmitted to the shareholder of record when of old certificates are sent into the transfer agent. Fractional shares will be rounded up to the nearest whole share.

3. Thereafter, the proposed Amendment to the Certificate of Incorporation of the Corporation was approved by the holders of a majority of the outstanding share of stock of the Corporation entitled to vote by consent of a majority of shareholders pursuant to the DGCL on November 7, 2008.

4. This Amendment of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

5. The Amendment to the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

Article FOURTH of the amended by adding Certificate of Incorporation filed September 23, 2008 is hereby amended by adding the following:

FROM :

Nov 13 2008 4:49PM Bartel

FAX NO. :

9419513979

Nov. 13 2008 02:14PM P3/3

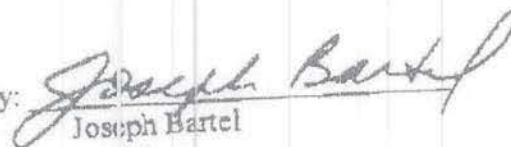
p.2

Reverse Split. Each share of issued and outstanding Common Stock as of November 13, 2008, is reverse split on a one for fifteen basis such that each old share represents 1/15 of a new share. A surrender of the old share certificate is not required to be made by each shareholder, and the stockholders record will be automatically adjusted to reflect the reverse split. The new split adjusted share certificates will be transmitted to the shareholder of record when of old certificates are sent into the transfer agent. Fractional shares will be rounded up to the nearest whole share.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed this 13th day of November 2008.

GNCC Capital, Inc.

By:



Joseph Bartel
President