

PO1000066837

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

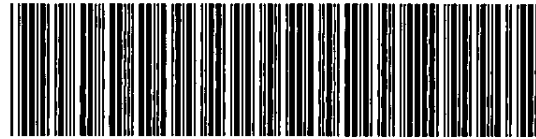
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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03/12/07--01057--003 **52.50

FILED
07 MAR 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature/initials

Law Offices of

A. PETER RAUSCH, JR.
ATTORNEYS AND COUNSELORS AT LAW

March 7, 2007

VIA U.S. MAIL

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

MAIN OFFICE
7488 Shoreline Drive
Suite A3
Stockton, CA 95219
209 952 5000
fax 209 952 5009

Re: Dissolution of Exercise Your Eyes of Florida, Inc.

SAN FRANCISCO OFFICE
225 Bush Street
16th Floor
San Francisco, CA 94104
415 951 9600

Dear Division of Corporations Clerk:

Enclosed please find:

- Cover letter for Articles of Dissolution;
- Articles of Dissolution to dissolve a Florida profit corporation;
- Filing fees in the amount of Fifty Two Dollars and Fifty Cents (\$52.50) via enclosed check number 4450;
- Copy of Plan of Liquidation and Distribution of Assets of Exercise Your Eyes of Florida, Inc.; and
- Copy of Directors' Resolution Adopting Plan of Liquidation and Distribution of Assets of Exercise Your Eyes of Florida, Inc.

counsel@rausch.com
www.rausch.com

Upon receipt of filing, please provide the Certificate of Status and certified copies of all enclosed documents to the duly authorized agent:

A. Peter Rausch, Jr.
LAW OFFICES OF A. PETER RAUSCH, JR.
7488 Shoreline Drive, Suite A3
Stockton, CA 95219
Tel. (209) 952-5000

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Exercise Your Eyes of Florida, Inc.

DOCUMENT NUMBER: P01000066837

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

A. Peter Rausch, Jr.

(Name of Contact Person)

Law Offices of A. Peter Rausch, Jr.

(Firm/Company)

7488 Shoreline Drive, Suite A3

(Address)

Stockton, CA 95219

(City/State and Zip Code)

For further information concerning this matter, please call:

A. Peter Rausch, Jr.

(Name of Contact Person)

at (209) 952-5000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

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

STREET ADDRESS:

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

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Exercise Your Eyes of Florida, Inc.

SECOND: The document number of the corporation (if known): P01000066837

THIRD: The date dissolution was authorized: FEBRUARY 7, 2007

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Dr. Jacob Liberman

(Typed or printed name of person signing)

Director

(Title of person signing)

Filing Fee: \$35

FILED
07 MAR 12 PM 12:30
TALLAHASSEE FLORIDA
SECRETARY OF STATE

**PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF EXERCISE YOUR EYES OF FLORIDA, INC.**

1 Authorization for Dissolution

1.1 On February 2, 2007, the shareholders of Exercise Your Eyes of Florida, Inc. ("Corporation") executed a written consent to dissolve the Corporation.

2 Approval and Adoption of the Plan

2.1 The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which Exercise Your Eyes of Florida, Inc. shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares. This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

3 Cessation of Business

3.1 After the Effective Date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

4 Payment of Debts and Liabilities

4.1 The Corporation has no known or ascertainable debts or liabilities which need to be paid prior to making any distribution of corporate assets to the shareholders.

5 Distribution of Assets

5.1 Since the Corporation has no known debts or liabilities, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner:

5.1.1 With respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation; and

5.1.2 With respect to assets other than cash, by distributing to each shareholder a divided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation.

5.2 This distribution shall be made to the shareholders on the following conditions:

5.2.1 That, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and

5.2.2 That the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.

6 Powers of Directors and Officers

6.1 The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Dated: February 1, 2007.

**DIRECTORS' RESOLUTION ADOPTING
PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF EXERCISE YOUR EYES OF FLORIDA, INC.**

WHEREAS, Exercise Your Eyes of Florida, Inc. ("Corporation") is being dissolved pursuant to the Shareholders' Written Consent to Dissolution executed on February 7, 2007;

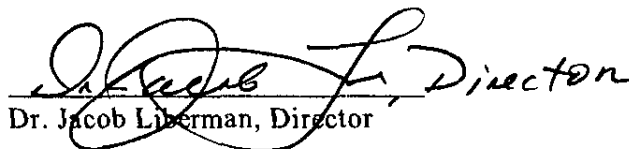
WHEREAS, the Board of Directors must adopt a plan of liquidation and distribution of the assets of the Corporation;

WHEREAS, a proposed plan of liquidation and distribution of assets of Exercise Your Eyes of Florida, Inc. has been presented to and considered by this Board; and

WHEREAS, this Board has determined that it is in the best interests of the Corporation and of its shareholders that the proposed plan be approved by this Board.

RESOLVED, that the proposed Plan of Liquidation and Distribution of Assets, a copy of which is attached to this resolution, is approved.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, authorize, by their signatures, the foregoing resolution on this 7 day of February, 2007.


Dr. Jacob Liberman, Director

Jack Grumet, Director

**DIRECTORS' RESOLUTION ADOPTING
PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF EXERCISE YOUR EYES OF FLORIDA, INC.**

WHEREAS, Exercise Your Eyes of Florida, Inc. ("Corporation") is being dissolved pursuant to the Shareholders' Written Consent to Dissolution executed on February ___, 2007;

WHEREAS, the Board of Directors must adopt a plan of liquidation and distribution of the assets of the Corporation;

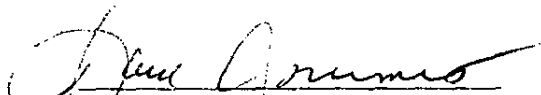
WHEREAS, a proposed plan of liquidation and distribution of assets of Exercise Your Eyes of Florida, Inc. has been presented to and considered by this Board; and

WHEREAS, this Board has determined that it is in the best interests of the Corporation and of its shareholders that the proposed plan be approved by this Board.

RESOLVED, that the proposed Plan of Liquidation and Distribution of Assets, a copy of which is attached to this resolution, is approved.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation, authorize, by their signatures, the foregoing resolution on this ___ day of February, 2007.

Dr. Jacob Liberman, Director



Jack Grumet, Director

Florida Department of State
March 7, 2007
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Should there be any questions or concerns regarding the enclosed, please contact this office at your earliest convenience.

Sincerely,

A handwritten signature in black ink that reads "A. Peter Rausch, Jr." with a stylized flourish at the end.

A. PETER RAUSCH, JR.

Enclosures

APR/alb