

PO2000068168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

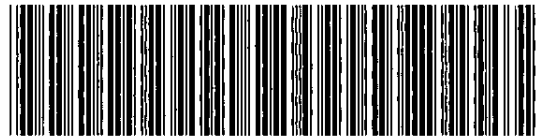
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 MAR -6 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Weight Down, Inc.

DOCUMENT NUMBER: P02000068168

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

Please return all correspondence concerning this matter to the following:

Gary Ziffer

(Name of Contact Person)

Ziffer Associates, LLC

(Firm/Company)

PO Box 644

(Address)

Lancaster, PA 17608-0644

(City/State and Zip Code)

For further information concerning this matter, please call:

Gary Ziffer

(Name of Contact Person)

at (717) 669-2763

(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:

Weight Down, Inc.

SECOND: The document number of the corporation (if known): P02000068168

THIRD: The date dissolution was authorized: 9/23/2007

Effective date of dissolution if applicable: 09/30/2007

(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)

Fima Lifshitz

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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08 MAR -6 PM 1:26
TALLAHASSEE FLORIDA

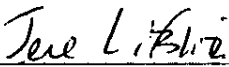
**RESOLUTION OF BOARD OF DIRECTORS OF
WEIGHT DOWN, INC.**

RESOLVED, That in the judgment of this Board of Directors, it is deemed advisable and for the benefit of the shareholders that said Corporation should be dissolved; and to that end, as required by law, it is ordered that a meeting of those stockholders of said Corporation having voting power to take action upon this resolution is hereby called, to be held at 1040 Alston Road, Santa Barbara, California at 10:00 a.m. on September 23, 2007, and

FURTHER RESOLVED, That the Secretary of this Corporation is hereby authorized and directed to cause notice of the adoption of this resolution to be provided to each stockholder personally.

I, Jere Lifshitz, do hereby certify that I am the duly elected and qualified Secretary and keeper of the records and corporate seal of Weight Down, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on September 23, 2007, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 23rd day of September, 2007.



Secretary

SEAL

RESOLUTION OF STOCKHOLDER OF

WEIGHT DOWN, INC.

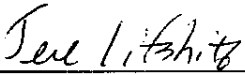
RESOLVED, That Weight Down, Inc. surrender its charter to the State of Florida and that it cease to be an exist as a corporation, and

RESOLVED FURTHER, That Fima Lifshitz, the President, and Jere Lifshitz, the Secretary, of Emtac, Inc. are hereby authorized and directed to file the necessary certificate of dissolution of this Corporation with the Secretary of State of the State of Florida subject to Section 607.1403 of the Florida Statutes, and

RESOLVED FURTHER, That the Board of Directors of this Corporation is hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the Corporation, to distribute its assets, and to do all other things necessary to carry into effect the foregoing resolution.

I, Jere Lifshitz, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of Weight Down, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Stockholder thereof, convened and held in accordance with law and the Bylaws of said Corporation on September 23, 2007, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 23rd day of September, 2007.



Secretary


SEAL

Affirmed by the Stockholder of Record:



Fima Lifshitz