

MAY. 2. 2007 2:17PM C S C

NO. 786 P. 1

* * * COMMUNICATION RESULT REPORT (APR. 24. 2007 (12:25PM) * * *

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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
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DIVISION OF CORPORATIONS

DISSOLUTION OR WITEDRAWAL

SUNDOWN, INC.

Certificate of Status	0
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Page Count	01
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Corporate Filing Menu

4-24-07
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FILED
07 APR 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Sundown, Inc.

SECOND: The document number of the corporation (if known): P030000061 90

THIRD: The date dissolution was authorized: April 20, 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)

Harvey Kamil

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNDOWN, INC.**WRITTEN CONSENT OF SOLE STOCKHOLDER**

The undersigned, being the sole stockholder of Sundown, Inc., a Florida corporation (the "Corporation"), hereby consents to and adopts the following resolutions in lieu of an annual meeting of stockholders of the Corporation pursuant to the By-Laws of the Corporation:

WHEREAS, the Sole Shareholder of the Corporation has determined that it is in the best interests of the Corporation to dissolve and wind-up it's business operations in accordance with Section 607.1403 of the Florida Statutes,

NOW THEREFOR BE IT,

RESOLVED, that the dissolution of the Corporation is hereby authorized and that the form, terms and conditions of the Articles of Dissolution of the Corporation dated April 20, 2007 (the "Articles of Dissolution"), a copy of which is attached hereto as Exhibit A, be, and they hereby are, approved in all respects; and that the President, Treasurer and Secretary of the Corporation, be, and each of them hereby is, authorized, empowered and directed, to act for and on behalf of the Corporation and to execute and deliver the Articles of Dissolution in such form as such officer or officers shall approve, the execution and delivery thereof by any such officer or officers to be conclusive evidence of approval by such officer or officers of the Articles of Dissolution; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to do and perform all acts and things necessary and appropriate to commence and carry out the dissolution of the Corporation, including, without limitation, the execution and delivery of the Articles of Dissolution and the filing of same with the Secretary of State of the State of Florida, together with all other certificates, instruments, agreements and documents necessary in order to accomplish the foregoing.

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IN WITNESS WHEREOF, the undersigned have executed this consent effective this 20th day of April, 2007.

REXALL SUNDOWN, INC.

By: 

Harvey Kamil
President