

ASSIGNMENT
SHYLAS WEIGHT WATCHERS DELIGHT, INC.

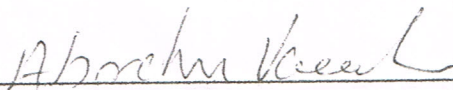
For good and valuable consideration, Andrew Abraham and Albie Abraham do hereby agree to sell, transfer and Assign all of their right, title and interest of all their issued and outstanding ownership interest represented by stock certificates in Shylas Weight Watchers Delight Inc. (SWW) as follows:

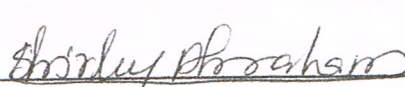
50% to Albie Abraham and 50% to Lisa Abraham. All of the stock holders of SWW resolve and agree that Abraham Vaccachan is hereby appointed as the Manager, President, and Chief Operating Officer of SWW and he as the authorized Agent of SWW, shall have the full power and authority to manage all the day to day duties, operations and business of SWW. In the event of the total disability, incapacity or demise of Abraham Vaccachan, Shirley Abraham shall have all of the duties and responsibilities that Abraham Vaccachan has.

Shirley Vaccachan, wife of Abraham Vaccachan, hereby waives, renounces and disclaims any and all ownership interest whatsoever in SWW. Furthermore she agrees to continue to perform all her duties as Caterer, chief chef and Manager of SWW's lounge, kitchen and restaurant performed heretofore.

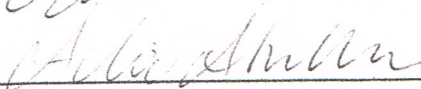
As a result of this Assignment the sole Shareholders and ownership interest of SWW shall be as follows: Lisa Abraham - 50% and Albie Abraham - 50%.


Agreed, Consented and Accepted by:

Abraham Vaccachan  Date 2/7/18

Shirley Abraham  Date 02/07/18

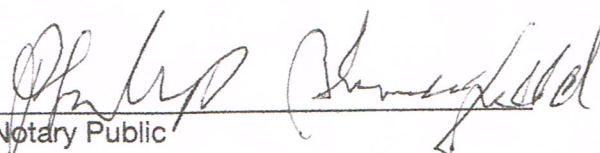
Andrew Abraham  Date 2/7/18

Albie Abraham  Date 2/7/18

Lisa Abraham  Date 2/7/18

ACKNOWLEDGEMENT TAKEN IN NEW YORK STATE, CITY OF NEW ROCHELLE;

On the day of February, 2018, before me personally appeared and known to me to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same by their signatures on the within Instrument.


Notary Public

PHILIP BLUMENFELD
Notary Public State of New York
No. 02BL5358120
Qualified in Westchester County
Commission Expires March 30, 2018

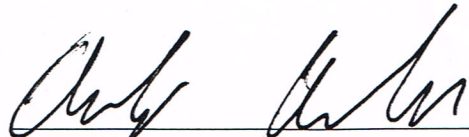
CORPORATE RESOLUTION
SHYLAS WEIGHT WATCHERS DELIGHT, INC.

The undersigned, being the President and Secretary of Shylas Weight Watchers Delight, Inc., (the "Corporation") a corporation organized and existing under the laws of the State of New York, does hereby state that at a meeting of the Board of Directors of the within Corporation held on January 29, 2015 it was:

RESOLVED, that Andrew Abraham the owner of 100% of the issued and outstanding stock of the corporation shall hereby be authorized to transfer and assign 50% of said shares of stock to Albie Abraham who shall thereafter be a 50% owner of the outstanding stock of the corporation.

RESOLVED; any and all actions heretofore or hereafter taken by any such officer or officers within the terms of the foregoing resolution is hereby ratified and confirmed as the acts and deeds of the Corporation.

Dated: 2/13/15



Andrew Abraham, Secretary

CORPORATE RESOLUTION
SHYLAS WEIGHT WATCHERS DELIGHT, INC.

The undersigned, being a Director, President and Secretary of Shylas Weight Watchers Delight, Inc., a New York corporation (the "Corporation") hereby certifies that:

1. The Corporation is a duly formed, validly existing corporation in good standing under the laws of the State of New York.
2. At a meeting of the Board of Directors of the above mentioned corporation, duly called and held this day at which a quorum was presented and acted throughout, the Board of Directors unanimously adopted the following resolution, which has not been modified or rescinded.

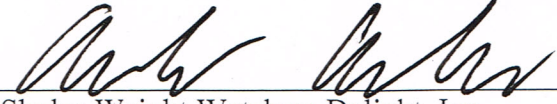
RESOLVED, that the Corporation approve the purchase (the "Purchase") of that certain property located at 15 Leroy Place, New Rochelle, NY 10801 (the "Property") from Westchester Community Services, Inc. (the "Seller") to the Corporation pursuant to that certain contract of sale dated January 5, 2015 between the Seller and the Corporation; and

FURTHER RESOLVED, that the Corporation approves the loan (the "Loan") to finance the Purchase from Philip Blumenfeld and Stanley Loeb- (the "Lenders") to the Corporation in an amount of \$350,000.00 or any other amount that Andrew Abraham, as President deems appropriate and further approves the execution and delivery of the promissory note and mortgage of the Corporation in favor of Lenders in the amount of the Loan, secured by a mortgage on the Property known as 15 Leroy Place, New Rochelle, NY 10801, from the Corporation to Lender and any other loan documents required by Lender, together with a mortgage on a parcel of property owned by the corporation known as at One Leroy Place a/k/a 23 South Division, New Rochelle, NY 10801 in connection with the Loan (collectively, the "Loan Documents"); and

FURTHER RESOLVED, that Andrew Abraham, as President and Secretary of the Corporation, is and continues to be authorized to execute and deliver the Loan Documents with such modifications and additional provisions as he may deem advisable, and any and all other documents and instruments required by The Judicial Title Insurance Agency, LLC (the "Title Corporation") or by Lender in connection with the Purchase and the Loan, all of which documents and instruments executed and delivered as aforesaid constitute the acts and obligations of the Corporation, the Corporation hereby ratifying and confirming the acts of its officer(s), Director or other agent(s) executing and delivering all of such documents and instruments, irrespective of whether such acts were performed prior or subsequent to the date of the adoption hereof, and directing the officers and employees of the Corporation to perform all of the Corporation's obligations and undertakings under each and all such document and instrument; and

FURTHER RESOLVED that these resolutions shall continue in full force and effect and may be relied upon by Lender and by Title Corporation until receipt of written notice of any change thereof.

IN WITNESS WHEREOF, the undersigned hereunto set his hand this 2/13 day of February 2015.



Shylas Weight Watchers Delight, Inc.
By: Andrew Abraham, Secretary

Certificate of Assumed Name
Pursuant to General Business Law, §130

1. NAME OF ENTITY

SHYLAS WEIGHT WATCHERS DELIGHT, INC.

1a. FOREIGN ENTITIES ONLY. If applicable, the fictitious name the entity agreed to use in New York State is:

2. NEW YORK LAW FORMED OR AUTHORIZED UNDER (CHECK ONE):

- Business Corporation Law Limited Liability Company Law
 Education Law Not-for-Profit Corporation Law
 Insurance Law Revised Limited Partnership Act
 Other (specify law):

3. ASSUMED NAME

SHIRLEYS

4. PRINCIPAL PLACE OF BUSINESS IN NEW YORK STATE (MUST BE NUMBER AND STREET. IF NONE, INSERT OUT-OF-STATE ADDRESS)

1 LEROY PLACE
NEW ROCHELLE, NY 10805

5. COUNTIES IN WHICH BUSINESS WILL BE CONDUCTED UNDER ASSUMED NAME

ALL COUNTIES (if not, circle county[ies] below)

Albany	Clinton	Genesee	Monroe	Orleans	Saratoga	Tompkins
Allegany	Columbia	Greene	Montgomery	Oswego	Schenectady	Ulster
Bronx	Cortland	Hamilton	Nassau	Otsego	Schoharie	Warren
Broome	Delaware	Herkimer	New York	Putnam	Schuyler	Washington
Cattaraugus	Dutchess	Jefferson	Niagara	Queens	Seneca	Wayne
Cayuga	Erie	Kings	Oneida	Rensselaer	Steuben	Westchester
Chautauqua	Essex	Lewis	Onondaga	Richmond	Suffolk	Wyoming
Chemung	Franklin	Livingston	Ontario	Rockland	Sullivan	Yates
Chenango	Fulton	Madison	Orange	St. Lawrence	Tioga	

6. INSERT THE ADDRESS OF EACH LOCATION WHERE BUSINESS WILL BE CARRIED ON OR TRANSACTED UNDER THE ASSUMED NAME.

Use a continuous sheet, if needed. (The address must be set forth in terms of a number and street, city, state and zip code. Please note that the address(es) reflected in paragraph 6 must be within the county(ies) circled in paragraph 5. If the entity does not have a specific location where it will conduct business under the assumed name please check the statement below.)

1 LEROY PLACE
NEW ROCHELLE, NY 10805

No New York State Business Location

INSTRUCTIONS FOR SIGNATURE: If corporation, by an officer; if limited partnership, by a general partner; if limited liability company, by a member or manager or by an authorized person or attorney-in-fact for such corporation, limited partnership, or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

ABRAHAM P. THOMAS
ATTORNEY-IN-FACT FOR
JOSE MALAIKAL, PRESIDENT

Name of Signer



Signature

ATTORNEY-IN-FACT

Title of Signer

CERTIFICATE OF ASSUMED NAME
OF

SHYLAS WEIGHT WATCHERS DELIGHT, INC.

(Insert Entity Name)

Pursuant to §130, General Business Law

Filed by: ABRAHAM P THOMAS

(Name)
151 SOUTH MAIN STREET, SUITE 303

(Mailing address)
NEW CITY, NY 10956

(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. The Department of State also collects the following, additional, county clerk fees for each county in which a **corporation** does or transacts business: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.

(For office use only)

FILING RECEIPT

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ENTITY NAME: SHYLAS WEIGHT WATCHERS DELIGHT, INC.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: WEST

SERVICE COMPANY: SERVICO

SERVICE CODE: 35 *

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FILED:10/06/2005 DURATION:PERPETUAL CASH#:051006000267 FILM #:051006000252

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION
ONE LEROY PLACE
NEW ROCHELLE, NY 10801

10/06/2005

REGISTERED AGENT

STOCK: 200 NPV



FILER	FEES		PAYMENTS	
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SERVICO INC.	FILING	125.00	CASH	0.00
P.O. BOX 871	TAX	10.00	CHECK	0.00
ALBANY, NY 12201	CERT	0.00	CHARGE	0.00
	COPIES	0.00	DRAWDOWN	160.00
	HANDLING	25.00	OPAL	0.00
			REFUND	0.00
