

F93000000130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

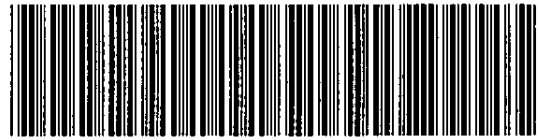
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2010 JAN 26 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASB
1/28/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRODER BROS. CO.
Name of Corporation

DOCUMENT NUMBER: F 93 000000 130

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARIE JASTER
Name of Contact Person

BRODER BROS. CO.
Firm/Company

6 NESHAMINY INTERPLEX, 6TH FLR
Address

TREVISE, PA 19053
City/State and Zip Code

MJASTER@BRODERBROS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARIE JASTER at (215) 291-6140 X1183
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F93 000 000 130

(Document number of corporation (if known))

FILED
2010 JAN 26 PM 4: 2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BRODER Bros. Co.
(Name of corporation as it appears on the records of the Department of State)
2. MICHIGAN 3. 12-31-92
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

DELAWARE
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MARTIN J. MATTHEWS
(Typed or printed name of person signing)

C. F. O.
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRODER BROS., CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JANUARY, A.D. 2010.

4689623 8300

100028489

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7760835

DATE: 01-15-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MICHIGAN CORPORATION UNDER THE NAME OF "BRODER BROS., CO." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2009, AT 10:11 O'CLOCK A.M.

COPY
TOTAL 3 PAGES



4689623 8100V

090880666

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7545179

DATE: 09-24-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:11 AM 05/20/2009
FILED 10:11 AM 05/20/2009
SRV 090499456 - 4689623 FILE

**CERTIFICATE OF CONVERSION
FROM A FOREIGN CORPORATION TO
A DOMESTIC CORPORATION**

*In accordance with the provisions of Section 265 of the
Delaware General Corporation Law*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a foreign corporation to a domestic corporation for the purposes of converting Broder Bros., Co., a Michigan corporation (the "Corporation"), into a Delaware domestic corporation pursuant to Section 265 of the Delaware General Corporation Law, does hereby certify as follows:


FIRST: The Corporation was originally incorporated in Michigan on August 23, 1966.

SECOND: The name of the Corporation immediately prior to filing this Certificate was "Broder Bros., Co."

THIRD: The name of the Corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265 of the Delaware General Corporation Law is "Broder Bros., Co."

FOURTH: The conversion has been approved in accordance with the provisions of Section 265 of the Delaware General Corporation Law and Section 745 of the Michigan Business Corporation Act.

The undersigned, being the duly authorized officer of the Corporation, for the purposes of converting the Corporation into a domestic corporation pursuant to Section 265 of the Delaware General Corporation Law, does make this Certificate of Conversion, hereby declare and certify that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 20th day of May, 2009.


Thomas Myers, authorized officer