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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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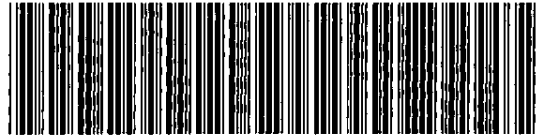
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

D. BRUCE

MAR 2 2009

EXAMINER

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

February 25, 2009

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

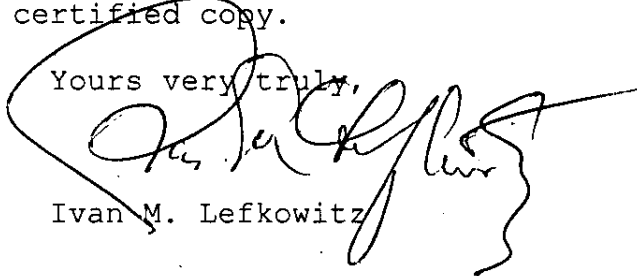
Re: Velocity Sportswear, L.L.C.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Conversion and Articles of Organization, converting Velocity Sportswear, Inc. to a limited liability company. Please endorse your approval of the Articles of Organization and the Certificate of Conversion on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the amount of \$180.00 to cover the filing fees and fee for the certified copy.

Yours very truly,


Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Mr. Steven Stepp

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

VELOCITY SPORTSWEAR, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation 996 000084987.
(Enter entity type. Example: corporation; limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on October 14, 1996

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Not applicable

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

VELOCITY SPORTSWEAR, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: Date of Filing.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

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Signed this _____ day of _____ 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: STEVE STEPP Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: STEVE STEPP _____ Title: President
Printed Name: _____

Signature: K8Lyz _____
Printed Name: Kimberly Stepp Title: Secy / Treasurer

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

VELOCITY SPORTSWEAR, L.L.C.

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

650 Hickman Circle
Sanford, FL 32771

Mailing Address:

650 Hickman Circle
Sanford, FL 32771

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

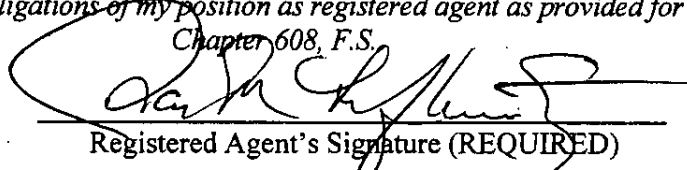
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Ivan M. Lefkowitz
Name
430 N. Mills Avenue, Suite 4
Florida street address (P.O. Box **NOT** acceptable)
Orlando FL 32803
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in

Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

STEVE STEPP

650 Hickman Circle

Sanford, FL 32771

MGRM

Kim STEPP

650 Hickman Circle

Sanford, FL 32771

MGRM

Amanda STEPP

650 Hickman Circle


Sanford, FL 32771

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: Date of Filing
(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STEVE STEPP, Authorized Representative

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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