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07/27/09--01003--004 **185.00

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09 JUL 24 PM 3:52
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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TALLAHASSEE, FLORIDA

B. KOHR

JUL 27 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 07-24-2009

REF. #: 000169.107906

CORP. NAME: SPARLON HOSIERY MILLS, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |

☒ OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 17025 FOR \$ 185.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☒ CERTIFICATE OF STATUS

Examiner's Initials

FILED
09 JUL 24 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
SPARLON HOSIERY MILLS, INC.
INTO A
FLORIDA LIMITED LIABILITY COMPANY**

FILED
09 JUL 24 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

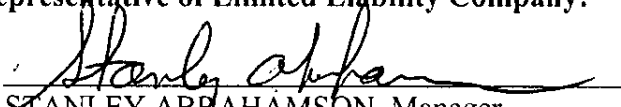
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

363622

- 1) The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **SPARLON HOSIERY MILLS, INC.**
- 2) The "Other Business Entity" is a Corporation, first organized, formed or incorporated under the laws of the State of Florida on May 5, 1970.
- 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 Incorporation is : **SPARLON HOSIERY MILLS, L.L.C.**
- 5) The effective date is the date of filing.

Signed this 7 day of July, 2009.

Signature of Member or Authorized Representative of Limited Liability Company:


STANLEY ABRAHAMSON, Manager

Signature of Member or Authorized Representative of Other Business Entity:


STANLEY ABRAHAMSON, President/Director

**ARTICLES OF ORGANIZATION
FOR
SPARLON HOSIERY MILLS, L.L.C.**

FILED
00 JUL 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a limited liability company, under the laws of the State of Florida, do hereby set forth the following:

ARTICLE I
NAME

The name of the limited liability company is: **SPARLON HOSIERY MILLS, L.L.C.**

ARTICLE II
PERIOD OF DURATION

The period of duration of the limited liability company shall be from the date of filing these Articles of Organization until the dissolution of the limited liability company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III
PURPOSE

The purpose for which the limited liability company is organized is to engage in all business and activities permitted by the laws of the State of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV
ADDRESS OF PLACE OF BUSINESS

The mailing address and street address of the principal office of the Limited Liability Company is 9041 N.W. 10 Place, Fort Lauderdale, FL 33322.

ARTICLE V
REGISTERED AGENT

The name and address of the initial registered agent in Florida of the limited liability company is: Stanley P . Abrahamson, 9041 N.W. 10 Place, Fort Lauderdale, FL 33322.

ARTICLE VI
ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events happening of which, that shall be made are as follows: No total additional contributions have been agreed to at the date of filing these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the limited liability company, and in accord with Chapter 608 Florida Statutes.

ARTICLE VII
MEMBERS

The initial members of the Organization are:

STANLEY ABRAHAMSON

100%

Members may admit additional members upon unanimous agreement of the then existing members.

ARTICLE VIII
CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not be continued and the limited liability company shall be dissolved unless there is obtained the consent of all the remaining members of the limited liability company.

ARTICLE IX
MANAGEMENT

The limited liability company is to be managed by its managers. The name and address of the initial manager of the limited liability company is as follows:

NAME:

ADDRESS:

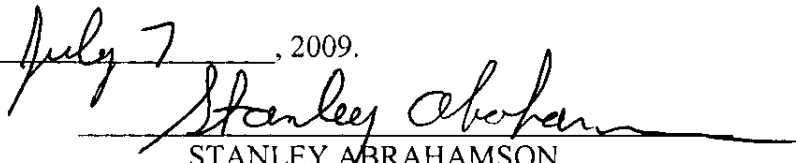
STANLEY ABRAHAMSON

9041 N.W. 10 Place
Fort Lauderdale, FL 33322

The initial managers shall serve until their successor is elected and qualifies.

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.

EXECUTED on July 7, 2009.


STANLEY ABRAHAMSON

Authorized Representative/Registered Agent

STATE OF North Carolina
COUNTY OF Buncombe

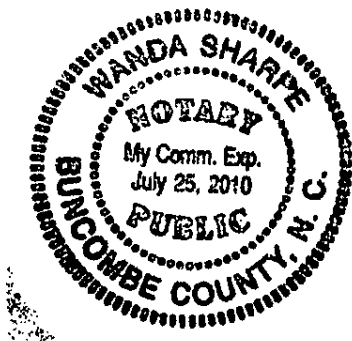
The foregoing Articles of Organization were acknowledged before me on

7/7/2009, 2009, by STANLEY ABRAHAMSON, as Authorized

Representative/Registered Agent of SPARLON HOSIERY MILLS, L.L.C., a Limited Liability

Company to be formed, who is personally known to me or who has produced his

personally known as identification and who did take an oath.



NOTARY PUBLIC:

Sign: [Signature]

Print: Wanda Sharpe

My Commission Expires:

My Commission Expires
July 25, 2010