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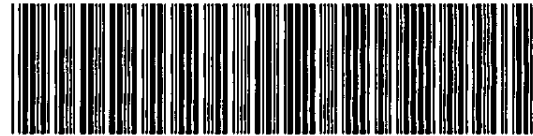
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**JONATHAN B. ALPER**

ATTORNEY AT LAW  
274 KIPLING COURT  
HEATHROW, FL 32746  
[HTTP://WWW.ALPERLAW.COM](http://www.alperlaw.com)

TELEPHONE: (407) 444-0404  
FACSIMILE: (407) 333-2040

ATTORNEY: JALPER@ALPERLAW.COM  
PARALEGAL: JROYAL@ALPERLAW.COM

October 31, 2011

Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: KMB Brands, Inc. (Certificate of Conversion)  
KMB Brands, LLC (Articles of Organization)


To Whom It May Concern:

Enclosed are the following:

1. Certificate of Conversion (KMB Brands, Inc. to KMB Brands, LLC);
2. Articles of Organization (KMB Brands, LLC);
3. Check #5001 i/a/o \$150 (\$25 for Certificate of Conversion and \$125 for Articles of Organization).

Please return all correspondence in this matter to Jonathan B. Alper, PLC, 274 Kipling Court, Heathrow, FL 32746 (US Mail) or to [jroyal@alperlaw.com](mailto:jroyal@alperlaw.com) (e-mail).

Sincerely,

  
Jackie Royal, F.R.P.  
Paralegal

Enc.

**CERTIFICATE OF CONVERSION  
FOR  
KMB BRANDS, INC.  
INTO  
KMB BRANDS, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert KMB Brands, Inc. into a Florida limited liability company in accordance with §608.439, Florida Statutes.

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is KMB Brands, Inc.

2. The Corporation is a corporation first organized, formed, or incorporated under the laws of Florida on August 1, 2002 (Document No. P02000083450).

3. The name of the Florida limited liability company as forth in the attached Articles of Organization is KMB Brands, LLC.

4. The conversion is effective on the date of filing.

Signed this 8 day of September, 2011.

Alfred C. Levin  
Alfred C. Levin, President

Alfred C. Levin  
Alfred C. Levin, Manager

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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is **KMB Brands, LLC**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 8100 Lake Worth Road, Lake Worth, Florida 33467 and the street address is 8100 Lake Worth Road, Lake Worth, Florida 33467.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to conduct any and all lawful business.

ARTICLE IV - MANAGEMENT

The name and address of the managing member is:

Alfred C. Levin  
8100 Lake Worth Road  
Lake Worth, FL 33467

ARTICLE V - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE VI - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.

ARTICLE VI - EFFECTIVE DATE

The effective date of these Articles of Organization shall be upon filing.

  
\_\_\_\_\_  
Alfred C. Levin  
Managing Member

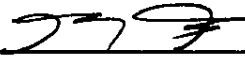
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **KMB Brands, LLC**
2. The name and the Florida street address of the registered agent is:

Tom Frank  
205 N. Elm Ave.  
Sanford, FL 32771

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.

  
\_\_\_\_\_  
Tom Frank  
Registered Agent