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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

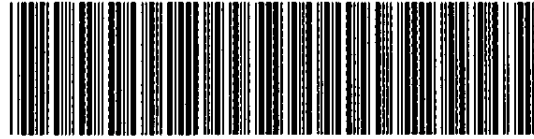
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Leahy & Associates

Timothy B. Leahy, Esquire

January 23, 2013

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion

Dear Sir or Madam:

Enclosed, please find the original Certificate of Conversion and Articles of Organization to convert a Florida Corporation into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes. Also please find enclosed a check in the amount of \$155.00 to cover the cost filing fees and for the Certificate of Status. Please send all things that will be sent from your office that involve the above company to Timothy B. Leahy, Leahy & Associates, 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

The E-mail address for annual report notifications is jim@brattwear.com.

Thank you for your cooperation in this matter. Please call Timothy Leahy at 727-515-0251 if you have any questions.

Sincerely



Timothy B. Leahy, Esq.
Leahy & Associates, P.A.
Phone (727) 515-0251
E-mail tim@timleahyesq.com

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:

BRATTAIN MERCHANDISING, INC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership,
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 March 30, 2000

(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:

Florida

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

BRATTAIN MERCHANDISING, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.


7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

FILED
19 JAN 28 PM 4:01
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

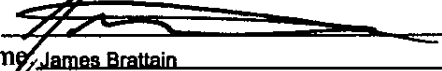
Signed this 18 day of December 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 
Printed Name: James Brattain Title: MGRM

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 
Printed Name: James Brattain Title: Director, President

Signature: _____
Printed Name: _____ Title: _____

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)

ARTICLES OF ORGANIZATION

OF

BRATTAIN MERCHANDISING, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I

NAME:

The name of the Limited Liability Company shall be BRATTAIN MERCHANDISING, L.L.C.

ARTICLE II

STREET and MAILING ADDRESS

The principal place of business in Florida shall be 115 23ed Avenue South, St. Petersburg, Florida 33705. The mailing Address of the Company in Florida shall be 115 23ed Avenue, St. Petersburg, Florida 33705.

ARTICLE III

DURATION:

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate as provided in these Articles of Organization.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is James Brattain, 115 23ed Avenue South, St. Petersburg Florida 33705.

ARTICLE V

ADMISSION OF NEW MEMBERS

No additions members shall be admitted to the Company except of the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI

TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, resignation, expulsion, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least One (1) remaining member.

ARTICLE VII

MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law of these Articles of Organization. The name and address of the initial manager member of the Company is:

NAMES

James Brattain MGRM

ADDRESS

115 23ed Ave. South
St. Petersburg, Florida 33705

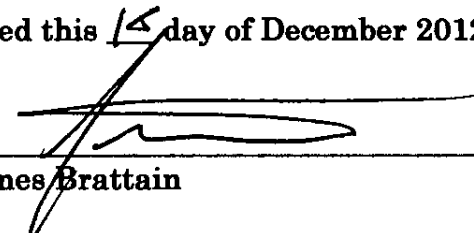
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Pinellas County, Florida, for the foregoing use(s) and purpose(s) this 14 day of December 2012. In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


James Brattain

ACCEPTANCE OF REGISTERED AGENT

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

Dated this 14 day of December 2012.


James Brattain