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(Address)

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T. SCOTT



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Attention: Tyron Scott

From: Bridget O'Brien Betts

Cell 631-953-3705

Office 561 619 8993

Email  bridget.threefriends@gmail.com

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SECTION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 31, 2016

BRIDGET A O'BRIEN BETTS
THREE FRIENDS
509 INLET ROAD
NORTH PALM BEACH, FL 33408

SUBJECT: THREE FRIENDS APPAREL INC
Ref. Number: W16000047567

*850 245 6052
Alvin Tyrone Scott*

We have received your document for THREE FRIENDS APPAREL INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

A corporation may not serve as its own incorporator. Please designate the individual whose typed signature appears on the signature line.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 216A00023301

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

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

Three friends LLC - L1S0000033877
Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, 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 February 24, 2015
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 Profit Corporation as set forth in the **attached Articles of Incorporation**:

Three Friends Apparel Inc.
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: February 24, 2015
(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 Incorporation, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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TALLAHASSEE, FLORIDA

Signed this 21 day of JUNE, 2016

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Three Friends Apparel Inc

Printed Name: Kaye Ann Hosack Title: President CEO

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

Signature: Kaye Ann Hosack

Printed Name: Kaye Ann Hosack Title: President CEO

Signature: Bridget A O'Brien-Betts

Printed Name: Bridget A O'Brien-Betts Title: Sr. Vice President Secretary

Signature: Loren Glenn Hosack

Printed Name: Loren Glenn Hosack Title: Vice President logistic managent

Signature: [Signature]

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

| | |
|---|-------------------|
| Certificate of Conversion: | \$35.00 |
| Fees for Florida Articles of Incorporation: | \$70.00 |
| Certified Copy: | \$8.75 (Optional) |
| Certificate of Status: | \$8.75 (Optional) |

ARTICLES OF INCORPORATION

For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Three Friends Apparel Inc (the "Corporation").

2. **Purpose**

wholesale manufacture of children clothing.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 509 Inlet Road, North Palm Beach, Florida, 33408. The name of the initial Registered Agent at this Registered Office is Kaye Ann Hosack.

5. **Street Address of the Principal Office**

The street address of the principal office is 509 Inlet Road, North Palm Beach, Florida, 33408.

The mailing address of the principal office is the same as the street address.

6. **Initial Directors**

The initial board of directors will consist of three directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

| Name | Address | City | State | Zip Code |
|-------------------------|-----------------------|------------------|----------|----------|
| Kaye Ann Hosack | 509 Inlet Road | North Palm Beach | Florida | 33408 |
| Bridget A O'Brien Betts | 65 Old Fish Cove Road | Southampton | New York | 11968 |
| Loren Glenn Hosack | 509 Inlet Road | North Palm Beach | Florida | 33408 |

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 12000.

Class A Shares

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 12000 shares and each share will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

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d. in the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

8. Restrictions on Transfer and Other Rules

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. Preemptive Rights

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. Amend or Repeal Bylaws

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. Cumulative Voting

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. Fiscal Year End

The fiscal year end of the Corporation is December 31st.

13. Indemnification of Officers, Directors, Employees and Agents

The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. Limitation of Liability

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. Effective Date of Filing

This document will become effective on the date of filing.


16. Consent of Appointment by Registered Agent

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:


T. Keyes
10-10-16

17. Incorporator

The name and address of the incorporator of Three Friends Apparel Inc is set out below.

| Name | Address | City | State | Zip Code |
|----------------------------------|----------------|------------------|---------|----------|
| Three Friends Children's Apparel | 509 Inlet Road | North Palm Beach | Florida | 33408 |

18. Execution

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 24 day of February, A.D. 20 16.

BY:


Three Friends Children's Apparel (Incorporator)

19. Filer Contact Information

In case of filing difficulties, please contact:

Name of Filer: Kaye Ann Hosack

Telephone Number: 561-682-5594

Address: 509 Inlet Road, North Palm Beach, Florida, 33408

E-mail Address: kaye.threefriends@gmail.com