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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY**Plan C, L.L.C.**

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J. BRYAN
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2005 FEB 28 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Plan C, L.L.C.

(Name of Foreign Limited Liability Company)

2. New Jersey

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 22-3387825

(FEI number, if applicable)

4. October 17, 1994

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 106 Allen Road

Basking Ridge, New Jersey

07920

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Mary Carey

106 Allen Road

Basking Ridge, NJ

07920

Christopher Carey

106 Allen Road

Basking Ridge, NJ

07920

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Retailer of athletic footwear and accessories

Mary Carey
Signature of a member or an authorized representative of a member.

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

Mary Carey

Typed or printed name of signee

**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.

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Plan C, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P O Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/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, Florida Statutes.

CT Corporation System

By: Michael J. Mitchell

(Signature)

Michael J. Mitchell
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PLAN C, L.L.C.
0600016106

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on October 17, 1994.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Christopher Carey
106 Allen Road
Basking Ridge, NJ 07920

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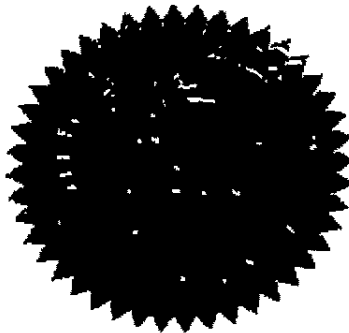
2006 FEB 28
ALLA HILL CORPORATION
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PLAN C, L.L.C.

2005 FEB 28 AM 8:33
CTCORPORATION
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of February, 2005



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer