M0900000119

(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:				
·				





900139981189

01/08/09--01037--002 **125.00

O9 JAN -8 PH 1: 03

S. HAWKES

JAN 1 2 2009

EXAMINER

COVER LETTER

Registration Section

TO:

Divisi	on of Corporations				
SUBJECT:	Russel	l Brands, LLC			
(Name of Limited Liability Company)					
Florida," Cert		ciability Company for Authorization to Transact Business in submitted to register the above referenced foreign limited.			
Please return	all correspondence concerning this	matter to the following:			
	Kelly H	larmon			
(Name of Person)					
Puscell Prends LLC					
	Russell Brands, LLC (Firm/Company)				
	(Time Company)				
	755 Lee Street				
(Address)					
Alexander O'H AL 05040					
Alexander City, AL 35010 (City/State and Zip Code)					
(City/State and Elp Code)					
For further information concerning this matter, please call:					
	Kelly Harmon	at (256) 500-5614			
	(Name of Person)	(Area Code & Daytime Telephone Number)			
MAII	ING ADDRESS:	STREET ADDRESS:			
Divisi	on of Corporations	Division of Corporations			
P.O. E	3ox 6327	Clifton Building			
Tallah	assee, FL 32314	2661 Executive Center Circle			
		Tallahassee, FL 32301			
Enclosed is a check for the following amount:					
\$125.00 Filing Fee \$\sum \$130.00 Filing Fee & \$\sum \$155.00 Filing Fee & \$\sum \$160.00 Filing Fee, Certificate Certificate of Status \$\sum Certified Copy of Status & Certified Copy					

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

IN COMPLIANCE WITH SECTION 608.503, FLORI LIMITED LIABILITY COMPANY TO TRANSACT BUSI			TED TO REGISTER A FOREIGI
Rus	sell Brands	LLC	
1. (Name of Foreign Limited Liability Compan	y; must include "L	imited Liability Company," "	L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted consent of the managers or managing members ado Company," "L.L.C.," "LLC.")	for the purpose of t pting the alternate	ransacting business in Florida name. The alternate name mus	and attach a copy of the writter st include "Limited Liability
2. Delaware	3.	63-0180720	
2. (Jurisdiction under the law of which foreign limit company is organized)	led liability	63-0180720 (FEI number, if a	pplicable
4. 01/01/09	5.	Perpetual	
(Date of Organization)	(! e:	Duration: Year limited liability xist or "perpetual")	y company will cease to
6.	01/01/09		
(Date first transacted b (See sections 608.501 &	usiness in Florida, 608.502 F.S. to de	if prior to registration.) termine penalty liability)	Page 1
7 755 L	ee Street		
	ander City, A		
8. If limited liability company is a manage9. The name and usual business addresses		_	re as follows:
John B. Holland - 1 Fruit of th	ne Loom Dri	ve, Bowling Green	, KY 42102
G. William Newton - 1 Fruit of	f the Loom [Orive, Bowling Gre	en, KY 42102
10. Attached is an original certificate of existence, no rethe jurisdiction under the law of which it is organized. translation of the certificate under oath of the translator	(A photocopy is no	t acceptable. If the certificate is	
11. Nature of business or purposes to be co	onducted or pror	noted in Florida: Athle	tic shoes, Apparel
& Sports Equipment Manufact	turer		·
	Whans	ion	
		zed representative of a m	
		execution of this document const the facts stated herein are true)	titutes
	topher M. C		
Typed	l or printed nam	e 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 STAPE OF FLORIDA.

1. The name of the Limited Liability Company is:

TEORIDA.	7
1. The name of the Limited Liability Company is:	6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6
Russell Brands, LLC	
If name unavailable, the alternate name to be used in the state of Florida is:	
2. The name and the Florida street address of the registered agent and office are:	<u></u>
Corporation Service Company	
(Name)	-
1201 Hays Street	
Florida Street Address (P.O. Box NOT ACCEPTABLE)	-
Tallahassee, FL 32301	

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.

City/State/Zip

Harry B. Davis
Asst. Vice President

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

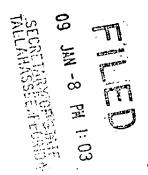
\$ 5.00 Certificate of Status (optional)



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for RUSSELL BRANDS, LLC whose file number is 3424080 on 01/02/2009 under request number 090001942 for authentication number 7059014.





Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
CORPORATION UNDER THE NAME OF "RUSSELL CORPORATION" TO A
DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM
"RUSSELL CORPORATION" TO "RUSSELL BRANDS, LLC", FILED IN THIS
OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2008, AT 3:52
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.



3424080 8100V

090001942

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 7059015

DATE: 01-02-09

You may verify this certificate online at corp. delaware.gov/authver.shtml