

M98 **PENN MADE PRODUCTS, LLC** 28
"Quality and Service" is our Trademark

311 West Ansin Blvd.
Hallandale, FL 33009
(954) 454-2191 Fax (954) 454-8292

June 1, 1998

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

900002546139--4
-06/03/98--01068--001
****285.00 ****285.00

In Re: Penn Made Products, LLC

Gentlemen:

Enclosed is the original and one copy of the Affidavit of Membership and Certificate of Contributions of Foreign Limited Liability Company and Certificate of Designation of Registered Agent relative to the above-referenced Limited Liability Company along with a check in the amount of \$285.00 for the filing fees.

Please file the enclosures and return copies of each document to the undersigned in the enclosed postage paid envelope.

Thank you for your cooperation.

Penn Made Products, LLC

By: Chang Fong

M98-628

Name	OK 6-18
Availability	OK
Document Examiner	OK
Updater	OK
Upright Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

PENN MADE PRODUCTS, LLC

"Quality and Service" is our Trademark

311 West Ansin Blvd.
Hallandale, FL 33009
(954) 454-2191 Fax (954) 454-8292

June 15, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 11:42

Ms. Tammi Cline
Document Specialist
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Penn Made Products, LLC
Ref. No. W98000012770

Dear Ms. Cline:

In accordance with our recent telephone conversation, I am enclosing the original plus one copy of the corrected Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, and Certificate in Good Standing from the Delaware Secretary of State relative to the above-referenced company. Our check in the amount of \$285.00 was previously sent to you with my June 1, 1998 letter.

Please process this application as soon as possible or call me if you have any questions. Thank you for your assistance.

Penn Made Products

By: 

Corrected
6/15/98

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Penn Made Products, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0772487
(FEI number, if applicable)
4. August 7, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 28, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 311 W. Ansin Blvd.
Hallandale, Florida 33009
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Daniel D. Sernaker</u> <u>16425 Collins Ave, #2616 MBR</u> <u>N. Miami Beach, Florida</u> <u>33160</u>	<u>President</u>	<u>Charles M. Rosenberg</u> <u>2533 Eagle Run Drive</u> <u>Weston, Florida 33327</u>	<u>Treasurer</u> <u>MGRM</u>
<u>Gayle S. Rosenberg</u> <u>2533 Eagle Run Drive</u> <u>Weston, Florida 33327</u>	<u>Vice President</u> <u>Secretary</u> <u>MBR</u>		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Penn Made
Products, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 200,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 98,000 ;
(A description of the property is attached and made a part hereto.)

and 3 Embroidery machines and miscellaneous parts

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 98,200.00
(This total includes amounts from 2 and 3 above.)

Charles M. Rosenberg

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

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

Charles M. Rosenberg

Typed or printed name of signee

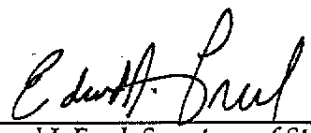
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 11:42

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENN MADE PRODUCTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JUNE, A.D. 1998.





Edward J. Freel, Secretary of State

2782998 8300

981220853

AUTHENTICATION: 9128488

DATE: 06-09-98

**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:

Penn Made Products, LLC

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

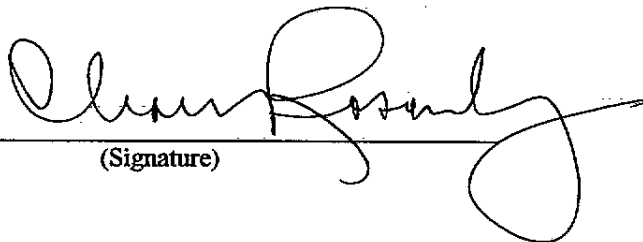
Charles M. Rosenberg
(Name)

311 W. Ansin Blvd,
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Hallandale FL 33009
City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 11:42

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent