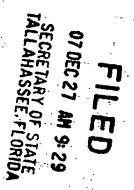
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(Requestor's Name) (Address)	200112888162
(Address)	200112000102
(City/State/Zip/Phone #)	12/27/0701011019 **10
(Business Entity Name)	
(Document Number)	
Certified Copies Certificates of Status	OT DEC 27
Special Instructions to Filing Officer:	AH II: 23 SEE, FLORIDA SEE, FLORIDA

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EXAMINER



**105.00



 CT

1203 Governors Square Blvd. Tallahassee, FL 32301-2960 850 222 1092 tel 850 222 7615 fax www.ctlegalsolutions.com

December 27, 2007

EFFECTIVE DATE

Grant County Register of Deeds, Wisconsin 111 S. Jefferson St. N/A Lancaster WI 53813

Re:

Order #: 7113357 SO

Customer Reference 1: 015694/0001 Customer Reference 2: 015694/0001

Dear Grant County Register of Deeds, Wisconsin:

Please file the attached:

Bennett Atlantic, Inc. (FL) Conversion Florida

Bennett Atlantic, Inc. (FL) Incorporation Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



 CT 1203 Governors Square Blvd. Tallahassee, Ft. 32301-2960

850 222 1092 tel 850 222 7615 fax www.ctlegalsolutions.com

Sincerely,

Christina McNeair CL Operations Specialist Christina.McNeair@wolterskluwer.com

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

This Certificate of Conversion <u>and attached Articles of Incorporation</u> 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:

Bennett Atlantic, Inc.
(Enter Name of Other Business Entity)
2. The "Other Business Entity" is a corporation
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)
first organized, formed or incorporated under the laws of Massachusetts
(Enter state, or if a non-U.S. entity, the name of the country)
on February 12, 1990
(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 <u>attached Articles of</u> Incorporation:
Bennett Atlantic, Inc.
(Enter Name of Florida Profit Corporation)

Page 1 of 2

5. If not effective on the date of filing, enter the e	ffective date: January 1, 2008
(The effective date: 1) cannot be prior to nor m document is filed by the Florida Department of effective date listed in the attached Articles of I therein.)	ore than 90 days after the date this State; <u>AND</u> 2) must be the same as the
Signed thisday of	, 20_07
Signature: (Must be signed by a Chairman, Nice Chairman	
Officers have not been selected, an Incorporato	r.)
Printed Name: Harvey GrossTitle:	President
Fees:	
Certificate of Conversion: Fees for Florida Articles of Incorporation: Certified Copy:	\$35.00 \$70.00 \$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Bennett Atlantic, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

7321 Chatsworth Court, University Park, FL 34201

<u>ARTICLE III PURPOSE</u>

The purpose for which the corporation is organized is:

Apparel manufacturing, licensing, and any other business purpose permitted by law

ARTICLE IV SHARES

The number of shares of stock is:

200,000 (\$.01 par value)

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

President and Treasurer: Harvey Gross 7321 Chatsworth Court University Park, FL 34201

Secretary: Gordon Penman, Esq., Brown Rudnick Berlack Israels LLP One Financial Center Boston, MA 02111

Directors: Harvey Gross 7321 Chatsworth Court University Park, FL 34201

Muriel Gross 60 Briar Springs Road PO Box 1116 East Orleans, MA 02643-1116

David Gross 57 Flint Locke Lane Medfield, MA 02052



ARTICLE VI REGISTERED AGENT
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Harvey Gross, 7321 Chatsworth Court, University Park, FL 34201

ARTICLE VII INCORPORATOR The name and address of the Incorporator is:	
Harvey Gross, 7321 Chatsworth Court, University Pa	rk, FL 34201
ARTICLE VIII - EFFECTIVE FILING DATE -	these Articles should have an effective filing date of January 1, 2008

Herrey 10-1	12/21/2007
Signature/Registered Agent	Date 12/21/2007
Signature/Indorporator	Date