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(Business Entity Name)

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DIVISION OF CORPORATIONS
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1/1/08

B. KOHR

DEC 28 2007

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CT
a Wolters Kluwer business

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

1/1/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

a Wolters Kluwer business

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

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

Sincerely,

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

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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:

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 **attached Articles of Incorporation**:

Bennett Atlantic, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: January 1, 2008.
(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.)

Signed this 21st day of December, 2007.

Signature: Harvey Gross

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Harvey Gross Title: President

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)

EFFECTIVE DATE 1/1/08

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/mailling address is:

7321 Chatsworth Court, University Park, FL 34201

ARTICLE III PURPOSE

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

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TALLAHASSEE, FLORIDA

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 Park, FL 34201

ARTICLE VIII - EFFECTIVE FILING DATE - these Articles should have an effective filing date of January 1, 2008

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Harvey Gross
Signature/Registered Agent

12/21/2007
Date

Harvey Gross
Signature/Incorporator

12/21/2007
Date