

P07000135152

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

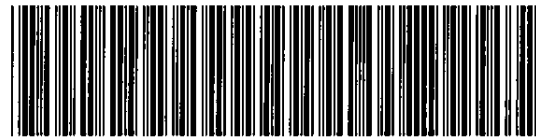
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200112888162

12/27/07--01011--019 \*\*105.00

RECEIVED  
07 DEC 27 AM 11:23  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/1/08

B. KOHR  
DEC 28 2007  
EXAMINER

FILED  
07 DEC 27 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

**FILED**  
07 DEC 27 AM 9:29  
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

EFFECTIVE DATE 1/1/08

**FILED**  
07 DEC 27 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/1/08

**FILED**  
07 DEC 27 AM 9:29  
SECRETARY OF STATE  
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 21<sup>st</sup> 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/ mailing 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

**FILED**  
07 DEC 27 AM 9:29  
SECRETARY OF STATE  
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