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(Requestor's Name)

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(Business Entity Name)

(Document Number)

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11 AUG - 8 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

AUG - 9 2011

EXAMINER



VIA FEDERAL EXPRESS

August 5, 2011

Florida Department of State
Division of Corporations
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
11 AUG -8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Certificate of Conversion for Florida Profit Corporation into "Other Business Entity"**
(the "Certificate of Conversion") relating to WINKZWEAR, INC.

To whom it may concern:

Enclosed herewith please find the executed original Certificate of Conversion, which includes a copy of the Article of Organization for winkZwear, LLC, to be filed with the Georgia Secretary of State. Additionally, enclosed is check number 3123 in the amount of \$35.00, which represents the filing fee.

Please cause the Certificate of Conversion to be filed with the Florida Department of State. I have included a complete copy of the Certificate of Conversion with the attached Articles of Organization for winkZwear, LLC, for your use; however, WINKZWEAR, Inc., does not own any interest in real property in the State of Florida.

If you have any questions regarding the enclosed please contact me at 404-876-5511.

Yours very truly,
Selig Enterprises, Inc.

A handwritten signature in black ink, appearing to read "Tiffany Neuhoff", written over a horizontal line.

Tiffany Neuhoff
Executive Legal Assistant

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WINKZWEAR, INC.

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

LYNDA WALKER

Contact Person

c/o The MIH Team; Attn: winkZwear, LLC

Firm/Company

455 East Paces Ferry Road, Suite 314

Address

Atlanta, Georgia 30305

City, State and Zip Code

lwalker@themihteam.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynda Walker

Name of Contact Person

at (404)

931-6106

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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11 AUG - 8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

WINKZWEAR, INC.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

winkZwear, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Georgia

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: June 20, 2011

11-AUG-18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8. This conversion shall be effective in Florida on: 6/20/2011.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
455 East Paces Ferry Road, Suite 314

Atlanta, Georgia 30305

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 455 East Paces Ferry Road, Suite 314
Atlanta, Georgia 30305

Mailing Address: 455 East Paces Ferry Road, Suite 314
Atlanta, Georgia 30305

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 4th day of August 20 11.

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

Printed Name: Linda Selig Title: Vice President

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA