

PI5 000083590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

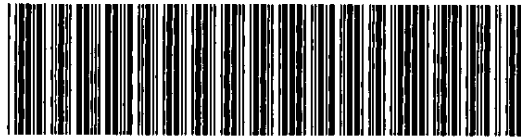
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 OCT -5 PM 3:03

10/12

*[Handwritten signature]*

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** STRATEGIC BRANDS, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Julia Greenberg-Aguilar

Contact Person

MyUSACorporation.com

Firm/Company

1 Radisson Plaza, Suite 800

Address

New Rochelle, NY 10801

City, State and Zip Code

steven.friedel@s-b-inc.com

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

For further information concerning this matter, please call:

Julia Greenberg-Aguilar at ( 877 ) 330-22677

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|--|--|

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**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:

STRATEGIC BRANDS, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of New York  
(Enter state, or if a non-U.S. entity, the name of the country)

on JANUARY 10, 1994

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:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

STRATEGIC BRANDS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 OCT -5 PM 3:04

Signed this 21st day of September, 2015.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: \_\_\_\_\_

Printed Name: Steven Friedel Title: Chairman

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \_\_\_\_\_

Printed Name: Steven Friedel Title: President

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**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)

**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: STRATEGIC BRANDS, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

Principal street address

2810 Center Port Circle

Pompano Beach, FL 33483

Mailing address, if different is:

2810 Center Port Circle

Pompano Beach, FL 33483

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Wholesale Hardware

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 OCT -6 PM 3:03

**ARTICLE IV SHARES**

The number of shares of stock is: 200

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Steven Friedel - President

Address: 2810 Center Port Circle

Pompano Beach, FL 33483

Name and Title: Erica Friedel - Treasurer

Address: 2810 Center Port Circle

Pompano Beach, FL 33483

Name and Title: Jeremy Friedel - Vice President

Address: 2810 Center Port Circle

Pompano Beach, FL 33483

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: Erica Friedel - Secretary

Address: 2810 Center Port Circle

Pompano Beach, FL 33483

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

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

Name: Steven Friedel  
Address: 2810 Center Port Circle  
Pompano Beach, FL 33483

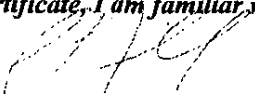
**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Steven Friedel  
Address: 2810 Center Port Circle  
Pompano Beach, FL 33483

\*\*\*\*\*

*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*

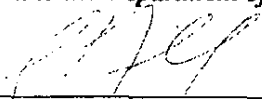


\_\_\_\_\_  
Required Signature/Registered Agent

09/21/2015

\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*



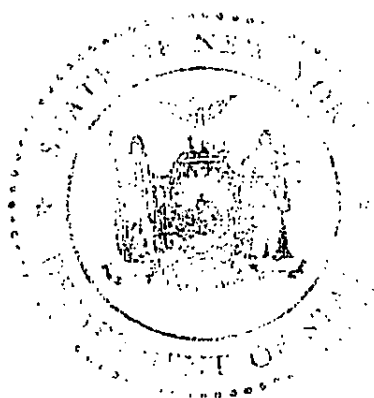
\_\_\_\_\_  
Required Signature/Incorporator

09/21/2015

\_\_\_\_\_  
Date

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of STRATEGIC BRANDS, INC. was filed on 01/10/1994, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 22nd day of September two  
thousand and fifteen.*

*Anthony Giardina*

*Executive Deputy Secretary of State*

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on September 23, 2015.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State



# NORTHSTAR

## CERTIFICATE OF INCORPORATION

of

940110000477

STRATEGIC BRANDS, INC.

Pursuant to Section 402 of the Business Corporation Law

### It Is Hereby Certified That:

1. The name of the corporation is STRATEGIC BRANDS, INC.
2. The purposes for which the corporation is formed are:

To do any act or activity for which corporations may be formed under the Business Corporation Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state office, agency, board, department or any other body without first obtaining such consent or approval.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

3. The office of the corporation shall be located in the County of Nassau.
4. The aggregate number of shares which the corporation shall be authorized to issue is 200 with no par value.
5. The Secretary of State is hereby designated as agent of the corporation upon whom process against the corporation may be served. The Post Office address to which the Secretary of State shall mail a copy of any such process is:  
c/o The Corporation  
585 Stewart Avenue  
Garden City, NY 11530-

6. No Director of this corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, provided that this provision shall not limit the liability of any director if a judgment or other final adjudication adverse to him establishes that his act or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated section 719 or the New York Business Corporation Law.

In Witness Whereof, The undersigned affirms under the penalties of perjury that the statements contained herein are true.

Dated: January 4, 1984

s/John P. Gordon  
John P. Gordon  
1084 Madison Avenue  
Albany, NY 12208

**NORTHSTAR**

F940110000477

**CERTIFICATE OF INCORPORATION**

OF

**STRATEGIC BRANDS, INC.**

Under Section 402 of the Business Corporation Law

FILED  
JUN 10 4 27 PM '94

Filed By:  
John P. Gordon  
Northstar Corporate Services, Inc.  
100 Madison Avenue  
Albany, NY 12208

RECEIVED  
JUN 10 2 05 PM '94

STATE OF NEW YORK  
DEPARTMENT OF STATE  
JAN 10 1994

BY: John P. Gordon  
John P. Gordon

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