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\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

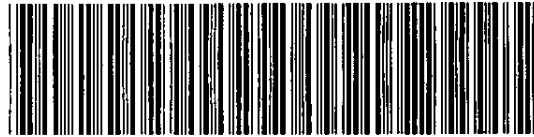
\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer

Office Use Only

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16 OCT 21 PM 1:49

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16 OCT 21 PM 4:23

RECEIVED

C. GOLDEN

OCT 27 2016

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 322925 7725020

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : October 7, 2016

ORDER TIME : 3:13 PM

ORDER NO. : 322925-015

CUSTOMER NO: 7725020

DOMESTIC FILING

NAME: GEMINI BROTHERS INC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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October 24, 2016

CORPORATION SERVICE COMPANY

SUBJECT: GEMINI BROTHERS INC  
Ref. Number: W16000072031

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for GEMINI BROTHERS INC and the authorization to debit your account in the amount of \$150.00. However, the document has not been filed and is being returned for the following:

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 016A00022718

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DEPARTMENT OF STATE  
16 OCT 27 AM 10:49

**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Profit Corporation**

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16 OCT 21 PM 1:49

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:

GEMINI BROTHERS INC

Enter Name of Other Business Entity

F 16 00000 1244

2. The "Other Business Entity" is a For Profit 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 Delaware

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

on

Sept 03, 2009

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**:

GEMINI BROTHERS 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.

Signed this 19 day of October, 2016.

**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: Daniel Karo Title: President

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

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

Printed Name: Daniel Karo 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)

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

FILED

**ARTICLE I NAME**

The name of the corporation shall be: GEMINI BROTHERS INC

16 OCT 21 PM 1:49

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailing address is:

Principal street address	Mailing address, if different is:
<u>Suite 204</u>	<u></u>
<u>11891 US Highway 1</u>	<u></u>
<u>Palm Beach Gardens, FL, 33408</u>	<u></u>

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Private label garment manufacturing

**ARTICLE IV SHARES**

The number of shares of stock is: 1500 AT 0.00 PAR

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

Name and Title: <u>Daniel Karo, PRESIDENT</u>	Name and Title: <u></u>
Address: <u>Suite 204 11891 US Highway 1</u>	Address: <u></u>
<u>Palm Beach Gardens, FL, 33408</u>	<u></u>
 Name and Title: <u></u>	 Name and Title: <u></u>
Address: <u></u>	Address: <u></u>
<u></u>	<u></u>
 Name and Title: <u></u>	 Name and Title: <u></u>
Address: <u></u>	Address: <u></u>
<u></u>	<u></u>

**ARTICLE VI REGISTERED AGENT**

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

Name: Corporation Service Company  
Address: 1201 Hays Street  
Tallahassee, FL 32301

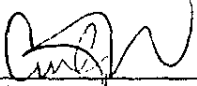
**ARTICLE VII INCORPORATOR**

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

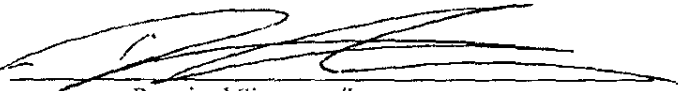
Name: Daniel Karo  
Address: Suite 204, 11891 US Highway 1  
Palm Beach Gardens, FL, 33408

\*\*\*\*\*

*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*

 Courtney Williams  
Required Signature/Registered Agent Vice President  
10.21.16  
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  
10-19-16  
Date

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