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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850)681-6528
Fax Number : (850)681-6011

FOREIGN PROFIT/NONPROFIT CORPORATION

5.11, Inc.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. 5.11, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 61-1443499

(FEI number, if applicable)

4. 01/29/2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4300 Spyres Way, Modesto, CA 95356

(Principal office address)

4300 Spyres Way, Modesto, CA 95356

(Current mailing address)

8. Clothing and accessory wholesaler.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: UCC Filing & Search Services, Inc.

Office Address: 1574 Village Square Blvd., Ste. 100

Tallahassee, Florida 32309

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ed Hand, Pres.

(Registered agent's signature)

626455

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Dan J. Costa
Address: 4300 Spyres Way, Modesto, CA 95356

Vice Chairman: Jeff Grover
Address: 4300 Spyres Way, Modesto, CA 95356

Director: Jim Reed
Address: 4300 Spyres Way, Modesto, CA 95356

Director: Denise L. Costa
Address: 4300 Spyres Way, Modesto, CA 95356

B. OFFICERS

President: Dan J. Costa
Address: 4300 Spyres Way, Modesto, CA 95356


Vice President: Matthew Sinclair
Address: 4300 Spyres Way, Modesto, CA 95356

Secretary: Denise L. Costa
Address: 4300 Spyres Way, Modesto, CA 95356

Treasurer: Jeffrey R. Hamilton
Address: 4300 Spyres Way, Modesto, CA 95356

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. DAN J. COSTA, President
(Typed or printed name and capacity of person signing application)

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**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 29th day of January, 2003, 5.11, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 11, 2006.



BRUCE McPHERSON
Secretary of State