

P00000001868

B. Alva Schoomer

C/o Factoryhome Sales Inc., 3065 Forest Hill Blvd., West Palm Beach, FL 33406
(561) 434-1314 Fax (561) 434-7769

FILED
99 DEC 30 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 1999

Florida Secretary of State
Domestic Charter Section
PO Box 6327
Tallahassee, FL 32314

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-12/30/99--01063--013
*****78.75 *****78.75

To whom it may concern:

I submit the enclosed Articles of Incorporation for:

FACTORYHOME SALES INC.

to Florida's Secretary of State filing, registration and issuing a Florida corporation charter number.

My Money Order, in the amount of seventy eight dollars and seventy five cents (\$78.75), is enclosed to cover the state's filing fee and cost to mail a confirmation copy of my incorporating documents and filing information to me.

Thank you.

Sincerely,



B. Alva Schoomer

Enclosures - Articles and Money Order

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation for

FACTORYHOME SALES INC.

Page 1 of 5 pages

The undersigned, for the purpose of forming a Florida corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I *Name*

Section 1.1 Name. The name of the corporation is:

FACTORYHOME SALES INC.

Article II *Duration*

Section 2.1. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except upon failing to file with the Florida Department of State within five days, exclusive of legal holidays, after they are executed and acknowledged. Corporate existence shall commence upon Florida's Department of State filing date.

Article III *Purposes*

Section 3.1. This corporation is organized for the purpose of transacting all lawful business permitted under the laws of the United States and the State of Florida.

Article IV *Capital Stock*

Section 4.1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having no par value.

Section 4.2. Restriction on Transfer of Stock. The shareholders may, by provision of bylaws or by shareholders' agreement recorded in the corporations' minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders required for merger. The approval of two-thirds (2/3) of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V *Registered Agent Office Location.*

Section 5.1. The physical office address of the registered agent for this Florida corporation is:

B. Alva Schoomer
C/o Factoryhomes Inc.
3065 Forest Hill Blvd.
West Palm Beach, FL 33406

Section 5.2. The mailing address of the registered agent for this Florida corporation is:
The Principal address is the same.

B. Alva Schoomer
C/o Factoryhomes Inc.
3065 Forest Hill Blvd.
West Palm Beach, FL 33406

Article VI *Directors.*

Section 6.1. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time according to the corporation's bylaws adopted by its shareholders and directors, but shall never have less than one director.

Section 6.2. Initial Directors. The name and street address of the first board of director for this corporation is:

Director and Chairman of the Board of Director
B. Alva Schoomer
C/o Factoryhomes Inc.
3065 Forest Hill Blvd.
West Palm Beach, FL 33406

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve the corporation in any other capacity and receive compensation from the corporation for serving in the capacity that has been pre-approved by the board.

Article VI *Directors continued.*

Section 6.4. Indemnification. The board of directors hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII *By Laws.*

Section 7.1. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII *Incorporator.*

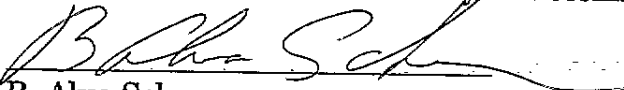
Section 8.1. The name and street address of the incorporator for this corporation is:

B. Alva Schoomer
C/o Factoryhomes Inc.
3065 Forest Hill Blvd.
West Palm Beach, FL 33406

Article IX *Amendment.*

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the incorporator has executed these *Articles of Incorporation* this twentieth day of December, 1999.


B. Alva Schoomer

State of Florida County of Palm Beach

The foregoing instrument was acknowledged before me this 27 day of December, 1999, by B. Alva Schoomer, C/o Factoryhomes Inc., 3065 Forest Hill Blvd., West Palm Beach, FL 33406.

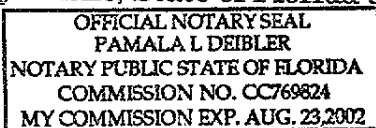
Notary Signature:

My Commission Expires:



Aug 23, 2002

Notary Public, State of Florida at large.



***Certificate Designating Registered Office
and Registered Agent for Factoryhome Sales Inc.***
for the service of process within Florida.

In compliance with Florida Statutes 48.091, 606.034, the following is submitted:

FACTORYHOME SALES INC., desiring to organize or qualify under the laws of the State of Florida hereby designates B. Alva Schoomer as its registered agent to accept service of process within the State of Florida at 3065 Forest Hill Blvd., West Palm Beach, FL 33406.

Signature:



B. Alva Schoomer

12/27/99

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:



B. Alva Schoomer

12/27/99

Date

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TALLAHASSEE, FLORIDA