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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9012 Navajo Avenue
Tampa, Florida 33637
October 23, 2000

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*****78.75 *****78.75

Florida Department Of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

To Whom It May Concern:

Enclosed please find Articles Of Incorporation for Florida Factory
Direct Model Center, Inc., along with a check in the amount of \$78.75
for fees connected with the filing of the articles, establishing the
corporation and issuing of the corporate charter.

Thank you for your help and consideration in this matter.

Very truly yours,

Gerald W. Byerly

Gerald W. Byerly
Subscriber - Director

D. BROWN OCT 26 2000

ARTICLES OF INCORPORATION
OF
FLORIDA FACTORY DIRECT MODEL CENTER, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be Florida Factory Direct Model Center, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation, and the object and purposes to be promoted and carried on, are as follows:

A. To carry on the business of marketing manufactured homes, mobile homes, recreational vehicles, insurance, real estate and related products and services.

B. To purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell and develop real property.

C. To manufacture, build, erect, alter and repair all kinds of building, structures and articles of property.

D. To act as factor or agent of persons, firms, partnerships or corporations in the negotiation of the sale of property, both real and personal, for commission or compensation.

E. To buy, sell, own, hold and deal in personal property of any and all kinds.

F. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, product or other property and to act as purchasing and selling agents therefor.

G. To acquire the good will of any person, firm, business or corporation, and their rights, properties, patents, grants, concessions, trade names, distinctive marks, processes and other property rights; and to hold, use, operate under and sell the name.

H. To establish, buy, sell, conduct, hire, lease or maintain warehouses and storage facilities of every description.

I. To manufacture, buy, sell, import, hire and lease, and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the operation of the business of this corporation.

J. To both lend and borrow money and contract debts, when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation.

K. To issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness, payable at a specified time, or payable upon the happening of a specified event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

L. To guarantee, purchase, hold, sell, assign, transfer, mortgage or otherwise dispose of the shares of capital stock, or any bonds, securities, or evidences of indebtedness created by any other State or government, and while the owner of such stock shall exercise all the rights, powers, and privileges of ownership including the right to vote thereon.

M. To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real and personal property in this state.

N. To carry out all or any part of the foregoing objects as principal factor, agent, contractor or otherwise, association or corporation.

O. To engage in and act as consultant, personnel and management trainer and advisor to businesses and associations of all types and kinds.

P. To do all and everything necessary and proper for the accomplishment of the objects enumerated herein, or necessary or incidental to the specific powers and privileges which are, can be or may be granted to corporations under the laws of the State Of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1.00 per shares.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V

The principal offices of this corporation shall be located at 209 South Frontage Road - Plant City, Florida 33566. The Board of Directors may from time to time move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VI

The business of this corporation shall be conducted by the Board of Directors. This corporation shall have a minimum of one Director. Each officer and director shall hold office until he shall be elected and qualified, provided, however, that a majority of stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VII

The names and addresses of the members of the first Board Of Directors are as follows:

Gerald W. Byerly, 9012 Navajo Avenue, Tampa, Florida 33637

Jeranne E. Byerly, 6514 Manila Palm Way, Tampa, Florida 33572

Kenneth A. Byerly, 6514 Manila Palm Way, Tampa, Florida 33572

ARTICLE VIII

The name and addresses of the subscriber to these Articles of Incorporation is as follows:

Gerald W. Byerly, 9012 Navajo Avenue, Tampa, Florida 33637

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

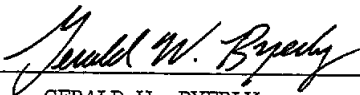
ARTICLE X

The By-Laws of this corporation may restrict the sale of stock held by any stockholder in the corporation.

ARTICLE XI

The Registered Agent for this corporation shall be Gerald W. Byerly 209 S. Frontage Road, Plant City, Florida 33566, upon whom service of process may be had.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 23rd day of October 2000.


GERALD W. BYERLY

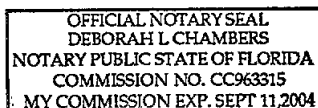
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this date, before me the undersigned authority, personally appeared Gerald W. Byerly to me known to be the person described in and who has executed the foregoing Articles of Incorporation as the subscriber, and who has acknowledged that all the same is true and correct and given of his own free act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal this 23rd day of October, 2000.





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED


00 OCT 24 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

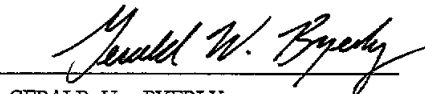
FIRST--That Florida Factory Direct Model Center, Inc.,
desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at 209 S.
Frontage Road, Plant City, Florida, 33566, has named Gerald
W. Byerly located at 209 S. Frontage Road, Plant City, Florida,
33566 agent to accept service of process within Florida.

DATED: October 23, 2000


JEANNETTE E. BYERLY
DIRECTOR-SECRETARY

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.

DATED: October 23, 2000


GERALD W. BYERLY