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PAUL G. RUBIN  
2765 10<sup>th</sup> Avenue N #49, Lake Worth, FL 33461  
(561) 967-8778 (561) 967-8610 FAX

November 26, 2001

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

900004696049--9  
-11/28/01--01009--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

**To whom it may concern:**

I submit the enclosed Articles of Incorporation for:

EFFECTIVE DATE  
11-26-01

**SUNCOLONY FACTORYHOMES INC.**

to Florida's Secretary of State to be filed, registered and issued a Florida corporation charter number.

I've enclosed my money order in the amount of one hundred twenty two dollars and fifty cents (\$122.50). My payment is to cover the State's filing fee and costs to return a mail confirmation copy of my incorporating documents indicating the State's filing date and archive location plus a copy of my charter certificate with my charter number.

Thank you.

Sincerely,

  
Paul G. Rubin

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 30 AM 10:57

Enclosures - Articles and check

F. O'Brien DEC 5 2001

**Articles of Incorporation for  
SUNCOLONY FACTORYHOMES INC.**

Page 1 of 4 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:

**SUNCOLONY FACTORYHOMES 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.

**EFFECTIVE DATE**  
11-26-01

**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 five hundred (500) shares of common stock having a par value of one cent (\$.01) per share.

*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.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 30 AM 10:51

**Article V     *Registered Agent Office Location.***

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

Paul G. Rubin  
2765 10<sup>th</sup> Avenue N #49  
Lake Worth, FL 33461

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

Paul G. Rubin  
2765 10<sup>th</sup> Avenue N #49  
Lake Worth, FL 33461

**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 directors for this corporation are:

Director and Chairman of the Board of Directors

Paul G. Rubin  
2765 10<sup>th</sup> Avenue N #49  
Lake Worth, FL 33461

Secretary and Treasurer of the Board of Directors

Lynn D. Rubin  
2765 10<sup>th</sup> Avenue N #49  
Lake Worth, FL 33461

*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 board of directors shall adopt the initial bylaws of this corporation. 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:

Paul G. Rubin  
2765 10<sup>th</sup> Avenue N #49  
Lake Worth, FL 33461

**Article IX    *Amendment.***

*Section 9.1.* Amendment. These 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 first day of November 26, 2001.

  
\_\_\_\_\_  
Paul G. Rubin

*State of Florida County of Palm Beach*

The foregoing instrument was acknowledged before me this  
26<sup>th</sup> day of November, 2001,

by Paul G. Rubin, 2765 10<sup>th</sup> N #49, Lake Worth, FL 33461.

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

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public, State of  
Florida at large.



José M. DeLaTorre, III  
Commission # CG 860211  
Expires Aug. 2, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

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

**SUNCOLONY FACTORYHOMES INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates Paul G. Rubin as its registered agent to accept service of process within the State of Florida at 2765 10<sup>th</sup> Avenue N #49, Lake Worth, FL 33461.

Signature:



Paul G. Rubin

11-26-01

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:



Paul G. Rubin

11-26-01

Date

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 NOV 30 AM 10:57