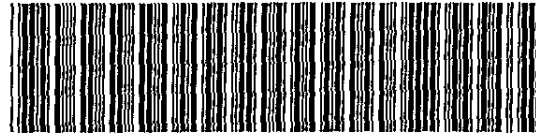


PO4000037129

(Requestor's Name)

LUCIO, BRONSTEIN, GARBETT, STIPHANY & ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
80 SOUTHWEST 8TH STREET, SUITE 3100, MIAMI, FLORIDA 33130



500029158955

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION
OF
FLEATWOOD INDUSTRIES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be: **FLEATWOOD INDUSTRIES, INC.**

ARTICLE II:

DURATION AND EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE III:

PURPOSE

The Corporation is organized for transacting any and all lawful business in the State of Florida.

ARTICLE IV:

PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation shall be:

21387 Marina Cove Circle
13F
Aventura, FL 33180

ARTICLE V:

DIRECTORS

The names and addresses of the Directors of the corporation are:

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Street Address</u>
Duke Roth	21387 Marina Cove Circle 13F Aventura, FL 33180
Carolina Barahona	21387 Marina Cove Circle 13F Aventura, FL 33180

ARTICLE VI:

SHARES

The number of shares of stock is: 100

ARTICLE VII:

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Peter E. Bronstein
80 S.W. 8th Street, Suite 3100
Miami, Florida 33130

ARTICLE VIII:

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Peter E. Bronstein
80 S.W. 8th Street, Suite 3100
Miami, Florida 33130

ARTICLE IX:

INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X:

AMENDMENT

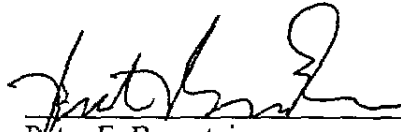
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI:

BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.


IN WITNESS WHEREOF, the Incorporator has executed these Articles on this 20th day of February, 2004.


Peter E. Bronstein
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

ACCEPTANCE BY REGISTERED AGENT

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.


Peter E. Bronstein
Registered Agent

DATED: February 20, 2004