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PROMPT  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

96 MAY 23 10:10:10

REFERENCE : 964080 96329A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Piquit*

ORDER DATE : May 23, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 964080

CUSTOMER NO: 96329A

CUSTOMER: John F. Bradley, Esq  
BRADLEY & BRADLEY

200001836792

Suite 200  
700 S. Andrews Avenue  
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: FACTORY DIRECT TRADING, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*JP 5/23/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 23 PM 1:09

**ARTICLES OF INCORPORATION**

**OF**

**FACTORY DIRECT TRADING, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 23 PM 1:09

The undersigned, acting as Incorporator for the purpose of forming a for profit Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is **Factory Direct Trading, Inc.** The address for the principal office of this corporation shall be 4700 North State Road 7, Suite 102, Lauderdale Lakes, Florida 33319.

**ARTICLE II**

**PURPOSE**

The Corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares of common stock having no par value per share.

**ARTICLE IV**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 4700 North State Road 7, Suite 102, Lauderdale Lakes, Florida 33319 and the name of the registered agent of the Corporation at that address is William McIntyre.

**ARTICLE V**

**INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is: William McIntyre.

**ARTICLE VI**

**TERM OF EXISTENCE**


This corporation is to exist perpetually.

**ARTICLE VII**

**SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter of the Internal Revenue Code, 26 U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an "S" corporation as defined therein.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 14<sup>th</sup> day of May, 1996, for the purpose of forming this Corporation for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
William McIntyre, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared William McIntyre,

1. ( ) to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

2. ( ) who produced identification in the form of M 253-930-56-415-0, and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 19<sup>th</sup> day of May, 1996.

Notary Public 

(Type/print Name of Notary)


My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 23 PM 1:09

William McIntyre is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
William McIntyre