

LAW OFFICE
RICHARD J. POTASH P.A.
THE SENATOR BUILDING SUITE 109
13899 BISCAYNE BOULEVARD
NORTH MIAMI BEACH, FL 33181

(305) 945-7444

P 97 0000 42556

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002174252-1
-05/12/97-01016-004
****122.50 ****122.50

Re: HOME FACTORY OUTLETS, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of HOME FACTORY OUTLETS, INC. together with the original and one copy of the form designating Registered Agent. This firm's check in the amount of \$122.50 representing the filing fee for this corporation, is also enclosed.

Please certify the copy of the Articles of Incorporation and return same to the undersigned in the envelope provided. Thank you for your attention.

Very truly yours,

RICHARD J. POTASH P.A.

Richard J. Potash
Richard J. Potash

RJP/r
encls:

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97 MAY 12 AM 9:28
TALLAHASSEE, FLORIDA

MAY 14 1997

ARTICLES OF INCORPORATION OF
HOME FACTORY OUTLETS, INC.

ARTICLE I-NAME

The name of the corporation is HOME FACTORY OUTLETS, INC. and the street address of the initial principal office is 13899 Biscayne Boulevard, Suite 109, North Miami Beach, Florida 33181.

EFFECTIVE DATE
5-9-97

ARTICLE II-DURATION

This corporation shall commence its existence on May 9, 1997.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13899 Biscayne Boulevard, Suite 109, North Miami Beach, Florida 33181 and the name of the initial registered agent of this corporation at that address is RICHARD J. POTASH P.A.

ARTICLE VI-INCORPORATOR

The name and address of the person signing these Articles is:

RICHARD J. POTASH, ESQ.
13899 Biscayne Boulevard
Suite 109
North Miami Beach, Florida 33181

ARTICLE VII-AMENDMENTS

This corporation reserves the right to amend or repeal

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executed these Articles of Incorporation on the 9th day
of May, 1997.

Richard J. Potash

RICHARD J. POTASH

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared
before me, an officer duly authorized to administer oaths
and take acknowledgements, RICHARD J. POTASH, personally
known to me, or who produced Florida Driver's License No. _____
as identification and who executed the foregoing
Articles of Incorporation of HOME FACTORY OUTLETS, INC.
and he acknowledged that he signed and executed the same
for the purposes therein stated and he (did) (did not)
take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal at North Miami Beach, said County
and State, this 9th day of May, 1997.

Ruth P. Fitzgerald

Ruth P. Fitzgerald
Notary Public State of Florida
at large.

My commission expires:



RUTH P. FITZGERALD
COMMISSION # CC 505128
EXPIRES NOV 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is HOME FACTORY OUTLETS, INC.
2. The name and address of the registered agent and office is:

RICHARD J. POTASH, ESQ.
13899 Biscayne Boulevard
Suite 109
North Miami Beach, Florida 33181

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard J. Potash
Richard J. Potash

5/9/87
Date

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