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YOUNG, VAN ASSENDERP & VARNADOE P. A.
ATTORNEYS AT LAW

REPLY TO 97 JUN 25 AM 9:53

Tallahassee DIVISION OF CORPORATION

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MEMORANDUM

TO: Secretary of State
FROM: David P. Hopstetter *DPH/swp*
DATE: June 25, 1997
SUBJECT: Certificate of Good Standing

800002222388--9
-06/25/97--01021--013
*****122.50 *****122.50

800002222388--9
-06/25/97--01021--014
*****8.75 *****8.75

Enclosed find cash in the amount of \$8.75 representing costs
for Certificate of Good Standing for the following corporate name:

FACTORY BAY HOLDING COMPANY, ~~INC.~~

Please call Sunda 222-7206 when ready.

Thank you. *Also New Articles*

DPH:swp
Enclosure

FILED
97 JUN 25 AM 10:09
TALLAHASSEE, FLORIDA

PH 6/25/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

YOUNG, VAN ASSENDERP & VARNADORE

The name FACTORY BAY HOLDING COMPANY, INC. has been reserved for 120 days beginning June 18, 1997. The reservation number is R97000002946 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 497A00032549

ARTICLES OF INCORPORATION
OF
FACTORY BAY HOLDING COMPANY

FILED

97 JUN 25 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is: Factory Bay Holding Company

ARTICLE TWO

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation shall be 405 Fifth Avenue South, Suite 6, Naples, Florida 34102.

ARTICLE THREE

PURPOSES

A. The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, except as is inconsistent with the express provisions of these Articles.

ARTICLE FOUR

SHARES

The corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock, all of one class, at one dollar (\$1.00) par value.

ARTICLE FIVE

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise these preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. A holder of preferred stock that may hereafter be issued shall not, solely because of his or her holdings of preferred stock, have a right to purchase shares of any class that may hereafter be issued by the corporation.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the registered office shall be 801 Laurel Oak Drive, Suite 300, Naples, Florida 34108, and the name of the registered agent at such address shall be David P. Hopstetter.

ARTICLE SEVEN

INCORPORATOR

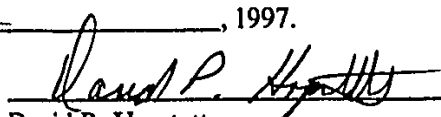
The name and address of the incorporator signing these Articles of Incorporation is Jack J. Antaramian, 405 Fifth Avenue South, Suite 6, Naples, Florida 34102.

ARTICLE EIGHT

AMENDMENT OF ARTICLES

This 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 shareholders is subject to this reservation.

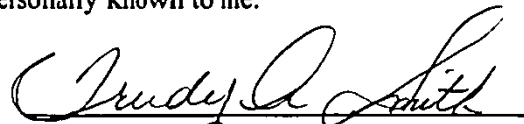
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of June, 1997.


David P. Hopstetter
Incorporator

STATE OF FLORIDA

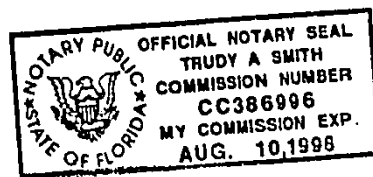
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24TH day of June, 1997,
by David P. Hopstetter, as Incorporator of Factory Bay Holding Company a Florida
corporation, on behalf of the corporation. He is personally known to me.


Signature of Notary

TRUDY A. SMITH

Name of Notary, printed, typed or stamped
My Commission Expires:



FILED

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

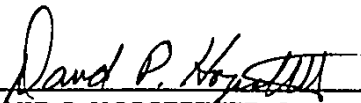
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091, 617.023, and 607.034, the following
is submitted:

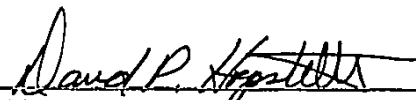
Factory Bay Holding Company

desiring to organize as a corporation under the laws of the State of Florida, has designated 801
Laurel Oak Drive, Suite 300, Naples, Florida 34108, as its initial Registered Office, and has
named David P. Hopstetter located at said address, as its initial Registered Agent.



DAVID P. HOPSTETTER, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated
Registered Office, the undersigned is familiar with and accepts the obligations of said
appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091,
617.023, and 607.034 relative to keeping open said office.



David P. Hopstetter, Registered Agent

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