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Of COUNSEL:
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Raintree Office Park . 990 Douglas Ave. Altamonte Springs, FL 32714

P98000059938

July 2, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002580812--0
-07/06/98--01109--019
*****70.00 *****70.00

Re: Factory Direct Sales

Dear Sir:

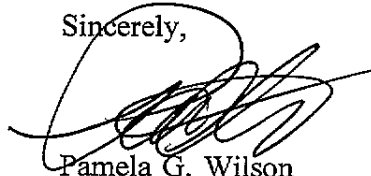
Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return it to the undersigned.

Also enclosed is a certificate of acceptance as registered agent for service of process within this State.

Additionally a check is enclosed in the total amount of \$70.00 to cover the filing fee and the fee for designation of registered agent.

Sincerely,



Pamela G. Wilson
Legal Assistant to
Frederic Stanley, Jr.

PGW/pc
Enclosures

98 7-7-98
FILED
98 JUL -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FACTORY DIRECT SALES, INC.

FILED
98 JUL -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Factory Direct Sales, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, beginning in accordance with law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation and street address of the initial registered office of this corporation which address shall also constitute not only the principal address but the mailing address shall be:

990 Douglas Avenue
Altamonte Springs, FL 32714

The name of the initial registered agent of this corporation and address shall be:

Frederic Stanley, Jr.
990 Douglas Avenue, #100
Altamonte Springs, FL 32714

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Officer</u>
Christopher J. Stanley	2448 Ekana Drive Oviedo, FL 32765	President
Eric L. Stanley	233 Loch Low Dr. Sanford, FL 32773	1st Vice President
Frederic Stanley, Jr.	990 Douglas Avenue Altamonte Springs, FL 32714	2nd Vice President

ARTICLE VII - INCORPORATOR

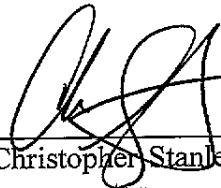
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Christopher J. Stanley	2448 Ekana Drive Oviedo, FL 32765

ARTICLE IX - AMENDMENT

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.

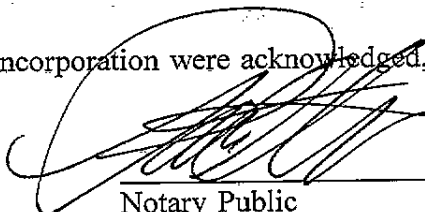
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of June, 1998.

x 
Christopher Stanley
Incorporator

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED
98 JUL -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged, before me, on June 18th, 1998, by Christopher Stanley.



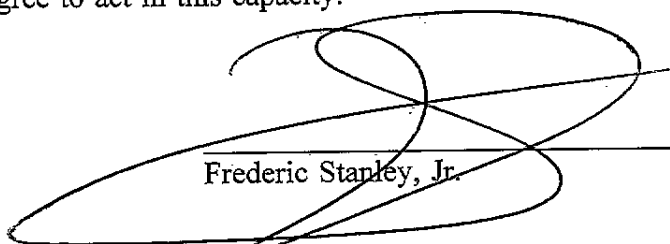
Notary Public
My Commission Expires



PAMELA G WILSON
My Commission CC416198
Expires Oct. 25 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Factory Direct Sales, I hereby accept and agree to act in this capacity.


Frederic Stanley, Jr.