

P98000104310

PAUL G. RUBIN

4146 74TH PLACE NORTH, RIVIERA BEACH, FL 33404 / PO BOX 10623, RIVIERA BEACH, FL 33419-0623
(561) 844-5100 Fax (561) 844-5944

December 8, 1998

Florida Secretary of State
Domestic Charter Section
PO Box 6327
Tallahassee, FL 32314

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-12/14/98--01050--016
****122.50 ****78.75

To whom it may concern:

I submit the enclosed Articles of Incorporation for **FACTORYHOME SERVICES INC.** to Florida's Secretary of State to be filed, registered and issued a Florida corporation charter number.

My cashier check, in the amount of one hundred twenty two dollars and fifty cents (\$122.50), is enclosed to cover the state's fee for filing and for mailing me a confirmation copy of incorporating documents.

Thank you.

Sincerely,



Paul G. Rubin

Enclosures - Articles and check

cc: William Wollman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 3:02

12-15
WS

Articles of Incorporation for

FACTORYHOME SERVICES INC.

Page 1 of 4 pages

The undersigned, for the purpose of forming a Florida corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I *Name*

Section 1.1 Name. The name of the corporation is:

FACTORYHOME SERVICES INC.

Article II *Duration*

Section 2.1. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except upon failing to file with the Florida Department of State within five days, exclusive of legal holidays, after they are executed and acknowledged. Corporate existence shall commence upon Florida's Department of State filing date.

Article III *Purposes*

Section 3.1. This corporation is organized for the purpose of transacting all lawful business permitted under the laws of the United States and the State of Florida.

Article IV *Capital Stock*

Section 4.1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of one cent (\$.01) per share.

Section 4.2. Restriction on Transfer of Stock. The shareholders may, by provision of bylaws or by shareholders' agreement recorded in the corporations' minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders required for merger. The approval of two-thirds (2/3) of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC 14 PM 3:02

Article VI *Directors continued.*

Section 6.4. Indemnification. The board of directors hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII *By Laws.*

Section 7.1. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII *Incorporator.*


Section 8.1. The name and street address of the incorporator for this corporation is:

Paul G. Rubin
4146 74th Place North
Riviera Beach, FL 33404

Article IX *Amendment.*

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the incorporator has executed these *Articles of Incorporation* this seventh day of July 1998.

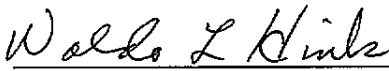


Paul G. Rubin

State of Florida County of Palm Beach

The foregoing instrument was acknowledged before me this
9TH day of December, 1998,
by Paul G. Rubin, 4146 74th Place North, Riviera Beach, FL 33404.

Notary Signature:

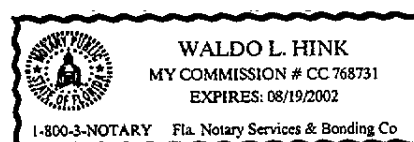


Notary Public, State of
Florida at large.

My Commission Expires:

8/19/2002

Fl. Or. Lc. # 150-687-30-021-0 3
Iss. 12-19-91 Exp 1-21-2000



Article V *Registered Agent Office Location.*

Section 5.1. The physical office address of the registered agent for this Florida corporation is: The Principal Address is the same.

Paul G. Rubin
4146 74th Place North, unit 455
Riviera Beach, FL 33404

Section 5.2. The mailing address of the registered agent for this Florida corporation is:

Paul G. Rubin
PO Box 10623
Riviera Beach, FL 33419-0623

Article VI *Directors.*

Section 6.1. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time according to the corporation's bylaws adopted by its shareholders and directors, but shall never have less than one director.

Section 6.2. Initial Directors. The name and street address of the first board of directors for this corporation are:

Director and Chairman of the Board of Directors

Paul G. Rubin
4146 74th Place North
Riviera Beach, FL 33404

Director

William Wollman
801 Sandtree Drive
West Palm Beach, FL 33403

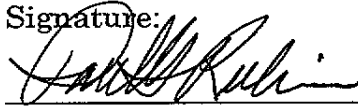
Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve the corporation in any other capacity and receive compensation from the corporation for serving in the capacity that has been pre-approved by the board.

**Certificate Designating Registered Office
and Registered Agent for Factoryhome Services Inc.**
for the service of process within Florida.

In compliance with Florida Statutes 48.091, 606.034, the following is submitted:

FACTORYHOME SERVICES INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Paul G. Rubin as its registered agent to accept service of process within the State of Florida at 4146 74th Place North, Riviera Beach, FL 33404.

Signature:



Paul G. Rubin

12/09/98

Date

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.

Signature:



Paul G. Rubin

12/09/98

Date

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DIVISION OF CORPORATIONS
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