

P99000004122

To Whom It May Concern:

If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855 Extension 44. The signature below authorizes you to act upon his direction in this matter.

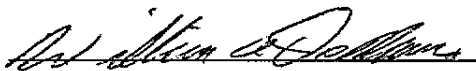
Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

5876 South Ridgewood Avenue

Daytona Beach, FL 32127

900002741459--9  
-01/14/99--01009--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00



WILLIAM A DENAURO

FILED  
98 DEC 29 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~11/28-29/98~~

Dmp  
12/29/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 31, 1998

WILLIAM A. DENAURO  
QUALITY FINANCIAL SERVICES INC.  
5876 S RIDGEWOOD AVE  
DAYTONA BEACH, FL 32127

SUBJECT: FLATWOOD ENTERPRISES, INC.  
Ref. Number: W98000029311

We have received your document for FLATWOOD ENTERPRISES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 698A00061150

Please use as the filing date the  
date the articles were received by you.

*Jim Strong*

904 261 7855 x44

ARTICLES OF INCORPORATION

ARTICLE I = NAME

The Name of this Corporation is FLATWOOD ENTERPRISES INC.

FILED

98 DEC 29 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is  
1951 LOPEZ RD OSTEEN FLORIDA 32764

The initial registered agent is WILLIAM DENAURO whose  
physical address is 1951 LOPEZ RD OSTEEN FLORIDA 32764

The registered address is: 1951 LOPEZ RD OSTEEN FLORIDA 32764

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of  
Incorporation is WILLIAM A DENAURO 1951 LOPEZ RD OSTEEN FLORIDA  
32764

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,  
and the business and affairs of this corporation shall be managed under  
the direction of the majority of shareholders of this corporation.  
Each shareholder shall be entitled to one vote in person, or by proxy,  
for each share of voting stock held. A majority of the outstanding  
shares of the corporation entitled to vote, represented in person, or  
by proxy, shall constitute a quorum at any meeting of the shareholders  
for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in  
the Florida General Corporation Act.

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to  
the full extent permitted by law.

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions  
contained in these Articles Of Incorporation, and any right conferred  
upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these  
Articles of Incorporation on this date: 12/28/98



WILLIAM A DENAURO



James S Strong  
My Commission CC607184  
Expires February 9, 2001

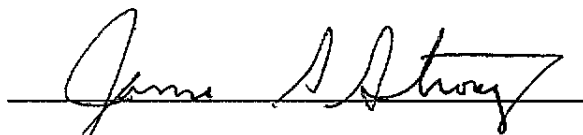
STATE OF FLORIDA )

COUNTY OF VOLUSIA )

Before me, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared

WILLIAM A DENAURO known by me to be the person who  
executed the foregoing Articles of Incorporation and they acknowledged  
before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and seal in the State  
and County last aforesaid, this date: 12/28/98



Notary Public, State of Florida At Large:

My Commission Expires: February 9, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
SUBMITTED: FIRST -- FLATWOOD ENTERPRISES INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF OSTEEN

STATE OF FLORIDA HAS NAMED WILLIAM DENAURO

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN  
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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

William A. Denauero

REGISTERED AGENT: WILLIAM DENAURO

DATE: 12/28/98

FILED  
88 DEC 29 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA