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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

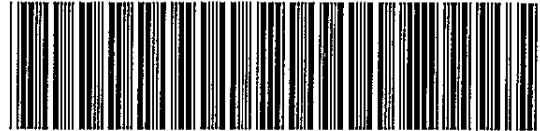
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DISTINCTIVE REALTY OF NAPLES, INC.

3470 Club Center Boulevard

Naples, FL 34114

Phone: (239) 732-9400

Fax: (239) 732-9402

December 17, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Realty
Re: Distinctive Properties of Naples, Inc.

Dear Sir or Madam:

I enclose originals of the following papers for filing:

1. Articles of Incorporation for Distinctive *Realty* Properties of Naples, Inc. and
2. Our check in the amount of \$78.75 representing the filing fee and certificate of status.

Kindly process the Articles of Incorporation and return the certificate of status to the above noted address.

In the interim, if you have any questions, please feel free to contact me.

Very truly yours,



Steven R. Braten, Esq.
Assistant Corporate Counsel

SRB:jml
enclosures: as noted

ARTICLES OF INCORPORATION
OF
DISTINCTIVE REALTY OF NAPLES, INC.

FILED
03 DEC 23 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **DISTINCTIVE REALTY OF NAPLES, INC.** The address of the principal office of this corporation shall be 3470 Club Center Boulevard, Naples, FL 34114, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of stocks that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3200 Tamiami Trail North (Suite 200), Naples, FL 34103, and the name of the initial registered agent of the corporation at that address is Mark J. Woodward, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

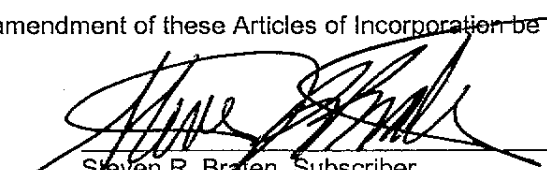
The names and addresses of the first Board of Directors are: Aubrey J. Ferrao (President and Director), Anthony DiNardo (Vice President and Director); and Joseph L. Parisi (Secretary/Treasurer and Director), all of 3470 Club Center Boulevard, Naples, FL 34114.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Steven R. Braten of 3470 Club Center Boulevard, Naples, FL 34114.

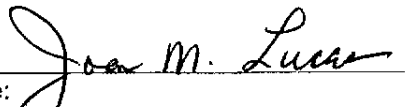
ARTICLE VIII. AMENDMENTS

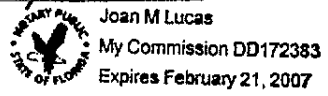
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.


Steven R. Braten, Subscriber

STATE OF FLORIDA)
) : Naples
COUNTY OF COLLIER)

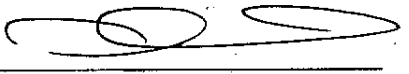
The foregoing instrument was acknowledged before me this 18th day of December, 2003, by STEVEN R. BRATEN, who is personally known to me and who did not take an oath.


Printed Name: Joan M. Lucas
Notary Public
Commission No. 2/21/07
My Commission Expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

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 provision of all statutes relative to the proper and complete performance of my duties.


Mark J. Woodward

Dated: December 18, 2003