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WILLIAM G. PEMBROKE, CPA, P.A.
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March 2, 2000

Department of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: HANDS OF DISTINCTION, INC.

900003158929-15
-03/06/00--01121--017
*****78.75 *****78.75

Gentlemen:

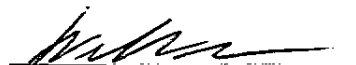
I have enclosed the original and a copy of the articles of incorporation for HANDS OF DISTINCTION, INC. and a check in the amount of \$ 78.75 computed as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	35.00
Total	\$ 78.75

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,


William G. Pembroke, CPA

WGP:

enclosures

FILED
00 MAR -6 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAR 10 2000

ARTICLES OF INCORPORATION

OF

HANDS OF DISTINCTION, INC.

ARTICLE I - NAME

The name of this corporation is HANDS OF DISTINCTION, INC.

FILED
00 MAR -6 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 312 W. OCEAN BLVD. STUART FLORIDA and the name of the initial registered agent of this corporation at the address is LISA L. VILLAR. The principal address is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

LISA L. VILLAR - President
2662 SE CARTHAGE ROAD
PORT ST. LUCIE FLORIDA 34952

KAREN WARDEL - Vice-President
408 MEADOW TERRACE
PORT ST. LUCIE FL 34984

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

LISA L. VILLAR - President
2662 SE CARTHAGE ROAD
PORT ST. LUCIE FLORIDA 34952

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 1 day of March 2000.

Incorporator

Lisa L Villar

STATE OF FLORIDA

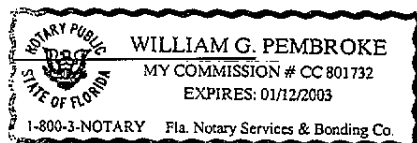
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, LISA L. VILLAR personally appeared and 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 set my hand and seal in the State and County above, this 1 day of March 2000.

[Signature]
Notary Public
State of Florida
at Large

My commission expires:



ACCEPTANCE

I, LISA L. VILLAR, state that I am a permanent resident of ST. LUCIE County, Florida. I hereby accept the foregoing designation of Resident Agent for HANDS OF DISTINCTION, INC. with its place of business at 312 W. OCEAN BLVD. STUART FLORIDA 34994

Lisa L Villar

00 MAR -6 AM 9:58
TALLAHASSEE, FLORIDA