

LAW OFFICE OF
BARRY G. SEGAL, P.A.

P000000049454

August 15, 2001

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

000004542780--4
-08/20/01--01109--020
*****35.00 *****35.00

Re: Grinstead, Terry and Associates, Inc.
Resignation of Officer/Director
Name change amendment

Dear Sir or Madam:

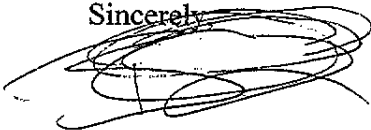
Enclosed please find the following documents for Grinstead, Terry and Associates, Inc.:

1. Resignation of Richard Terry as the Director, Vice President and Secretary.
2. Articles of Amendment for the corporation changing the name of the company.
The new name is "Distinctive Homes, Inc."

You will also find enclosed two(2) checks in the amount of \$35.00 each to cover the filing fees for each of these documents. Please file these documents in the order referenced above. If there is any difficulty with this request, please contact me immediately. Otherwise, thank you for your assistance in this matter.

If you have any questions, please feel free to contact me.

Sincerely,



Barry G. Segal, Esquire

FILED
01 AUG 20 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

officer Resignation

T BROWN AUG 28 2001

FILED
01 AUG 20 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER / DIRECTOR RESIGNATION

I, Richard Terry, hereby resign as Director, Vice President and Secretary of Grinstead, Terry and Associates, Inc. a corporation organized under the laws of the State of Florida and affirm that the corporation has been notified in writing of the resignation.

 8/9/01

Richard Terry