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CORPORATION(S) NAME

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Profit NonProfit	() Amendment	() Merger
) Foreign	() Dissolution	() Mark
) Limited Partnership	() Annual Report	() Other
) Reinstatement	() Reservation	() Change of Registered Agent
) Certified Copy	() Photo Copies	() Certificate Under Seal
) Call When Ready	() Call If Problem \ ,	() After 4:30
) Will Wait (X) Pick L	Up () Mail Out

CR2E031 (R8-85)

Updater

Verifier

Acknowledgment

W.P. Varifier

TRANSMITTAL LETTER

May 7, 2001

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

SUBJECT: Distinctive Holdings, Inc.

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

David Kushner

1180 NW 117th Avenue

Coral Springs, FL 33071

(561) 436-1932

ARTICLES OF INCORPORATION OF MAY -9 PM 1:59

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

Name

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

Distinctive Holdings, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1180 NW 117th Avenue Coral Springs, FL 33071

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) shares of Common Stock at \$1.00 Par Value

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial agent is:

David Kushner 1180 NW 117th Avenue Coral Springs, FL 33071

ARTICLE V

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

David Kushner 1180 NW 117th Avenue Coral Springs, FL 33071

The undersigned has executed these Articles of Incorporation this

7th day of May, 2001.

Signature

FILED

01 MAY -9 PM 1:59

CERTIFICATE OF DESIGNATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is:	
Distinctive Holdings, Inc.	
The name and address of the registered agent and office is:	
David Kushner	
1180 NW 117th Avenue	
Coral Springs, FL 33071	
SIGNATURE David Kushner	
TITLEIncorporator	
DATE5/7/01	
VING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNS IS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTER.	GNATED IN

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE		
DATE	5/7/01	