P02000071253

DISTINCTIVE INTERIORS OF TAMPA, INC.

17804 Arbor Haven Drive Fampa, FL 33647 813 907 1211

September 18, 2002

Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

Greetings,

Attached is an Articles of Amendment for my corporation. A check for \$35 is included for the associated filing fee. Please use the following address and telephone number for any future contacts:

17804 Arbor Have Dr.

Tampa, FL 33647

Phone: 813 907 1211

Sincerely,

Leerae O. Foster

*****35.00 ******35.00

Amend re Theurs 9/20/02 FILEU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISTINCTIVE INTERIORS OF TAMPA, INC.

17804 Arbor Haven Dr. Tampa, FL 33647 813 907 1211

September 19, 2002

Thealma Lewis
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL

Dear Thealma,

Thank you for your help over the last few days. I mailed an Articles of Amendment document for my corporation yesterday but forgot to include the \$35.00 fee in that overnight mailing. After my husband talked to you today, you recommended that we mail this fee to your attention today. I have included the check as well as a copy of the routing information for the amendment sent via overnight yesterday. This amendment document should have already arrived.

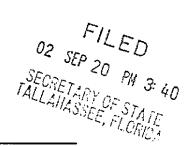
Please feel free to contact me at 813 907 1211 if you have any questions. Again, thank you.

Sincerely,

Leerae Foster

President

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



DISTINCTIVE INTERIORS OF TAMPA, INC.

(present name)

P02000071253

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
Ammend ARTICLE I (Corporation's Name and Address) as follows:

Change the current name of the corporation to: Distinctions, Inc.

Change the current street address of the initial principal office to: 17804 Arbor Haven Dr., Tampa, FL 33647.

Change the mailing address of the Corporation to: 17804 Arbor Haven Dr., Tampa, FL 33647.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: September 18, 2002
	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)
Ę	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ī	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR.
	(By an incorporator if adopted by the incorporators)
	LEEBAE O. FOSTER (Typed or printed name)
	President - Divector (Title)