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TALLAHASSEE, FL 32310
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99500033472



ACCOUNT NO. : 072100000032

REFERENCE : 587006 152205A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : April 28, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 587006

CUSTOMER NO: 152205A

300001468043

CUSTOMER: Arnold M. Weiner, Esq
ARNOLD M. WEINER, ESQ

Sun Bank Building, Suite 325
1111 Lincoln Road Mall
Miami Beach, FL 33139

DOMESTIC FILING

NAME: DISTINCTIVE CONTRACTOR
SERVICES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

NANCY HENDRICKS APR 28 1995

ARTICLES OF INCORPORATION
OF
DISTINCTIVE CONTRACTOR SERVICES, INC.

FILED
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1995

ARTICLE I. NAME AND ADDRESS: The name of the corporation is DISTINCTIVE CONTRACTOR SERVICES, INC., and its principal office and mailing address is 1111 Lincoln Road, Suite 325, Miami Beach, Florida 33139.

ARTICLE II. REGISTERED OFFICE AND AGENT: The Registered Agent is ARNOLD M. WEINER, ESQUIRE, and the initial registered office of the Corporation is 1111 Lincoln Road, Suite 325, Miami Beach, Florida 33139.

ARTICLE III. TERMS OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

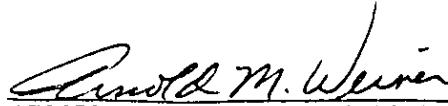
ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATORS: The name and address of the Incorporator is: Arnold M. Weiner, Esq., Law Offices of Arnold M. Weiner, 1111 Lincoln Road, Suite 325, Miami Beach, Florida 33139.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as Director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, Officer or Employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any Director, Officer or Employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation on this 24th day of April, 1995.


ARNOLD M. WEINER, ESQUIRE
1111 LINCOLN ROAD, SUITE 325
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 531-9200

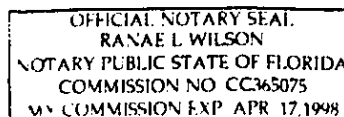
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ARNOLD M. WEINER, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged to before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

WITNESS my hand and official seal, on this 24th day of April, 1995.

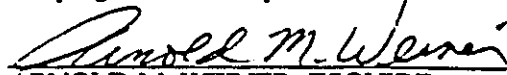

NOTARY PUBLIC

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named as Registered Agent of the within corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping said office open.



ARNOLD M. WEINER, ESQUIRE
1111 LINCOLN ROAD, SUITE 325
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 531-9200

REC'D
TALLAH. FL.
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