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97 JUL 11 PM 2:50

June 26, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

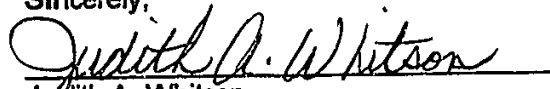
Re: DISPLAYS OF DISTINCTION, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Displays of Distinction, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,


Judith A. Whitson
1808 54th St Ct West, Bradenton, FL 34209

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*****70.00 *****70.00

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1997

JUDITH A. WHITSON
1808 54TH ST CT W
BRADENTON, FL 34209

SUBJECT: DISPLAYS OF DISTINCTION, INC.
Ref. Number: W97000015203

We have received your document for DISPLAYS OF DISTINCTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00034404

**ARTICLES OF INCORPORATION
OF
DISPLAYS OF DISTINCTION, INC.**

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97 JUL 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Displays of Distinction, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 1808 54th St Ct West, Bradenton, FL 34209.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

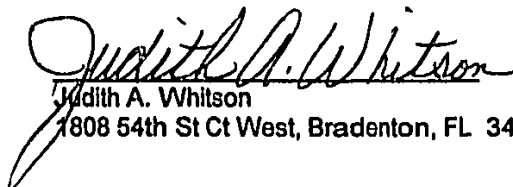
The address of the initial registered office of the Corporation is 1808 54th St Ct West, Bradenton, Florida 34209, and the name of the Corporation's initial registered agent for service of process at such address is Judith A. Whitson.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Judith A. Whitson, 1808 54th St Ct West, Bradenton, FL 34209.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of

June 1997


Judith A. Whitson
1808 54th St Ct West, Bradenton, FL 34209

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 JUL 11 PM 2:50

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: Displays of Distinction, Inc.
2. The name of the registered agent and office is:

Judith A. Whitson
1808 54th St Ct West, Bradenton, Florida 34209

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

Judith A. Whitson

DATE

July 7, 1997