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Requestor's Name
Timothy R. Mahon
Address
2929 E. Commercial Blvd. PHE
FT. Lauderdale, FL 33308
City State ZIP Phone
(954) 491-1800

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-12/15/97-01020-013
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CORPORATION(S) NAME

Distinctive Innovative Products USA, Inc.

FILED
97 DEC 15 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

[Signature] 12/15

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
DISTINCTIVE INNOVATIVE PRODUCTS USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

DISTINCTIVE INNOVATIVE PRODUCTS USA, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 5,000 shares at par value of \$0.10 per share. Holders of the common stock are entitled to vote on all questions required by law as the basis of one vote per share and there shall be no cumulative voting. Holders of the common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be any less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation, in the State of Florida is **55 TROPIC ISLE DRIVE, SUITE 31-D, DELRAY BEACH, FLORIDA 33483**

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each

person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation

or not so interested.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors and the officers who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

DIRECTOR

**MICHEL LECUYER
55 TROPIC ISLE DRIVE, SUITE 31-D
DELRAY BEACH, FLORIDA 33483**

OFFICERS

**MICHEL LECUYER
55 TROPIC ISLE DRIVE, SUITE 31-D
DELRAY BEACH, FLORIDA 33483**

PRESIDENT

**JOSEPH DAGHER
55 TROPIC ISLE DRIVE, SUITE 31-D
DELRAY BEACH, FLORIDA 33483**

**EXECUTIVE VICE PRESIDENT/
SECRETARY**

ARTICLE IX

This corporation shall designate TIMOTHY K. MAHON, with offices located at 2929 East Commercial Boulevard, Penthouse "E", Fort Lauderdale, Florida 33308 as its duly authorized registered agent to be in charge of the corporation registered office as required by law.

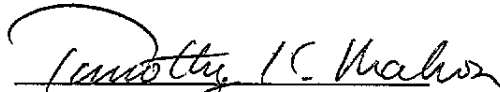
ARTICLE X

The name and address of the incorporator subscribing to these Articles is: TIMOTHY K. MAHON, 2929 East Commercial Boulevard, Penthouse "E", Fort Lauderdale, FL 33308.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stock holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Fort Lauderdale, Broward County, Florida this 12 day of Dec, 1997.


TIMOTHY K. MAHON
2929 East Commercial Boulevard
Penthouse "E"
Fort Lauderdale, Florida 33308

STATE OF FLORIDA

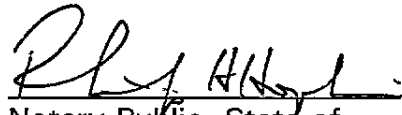
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, TIMOTHY K. MAHON, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida the 12 day of DEC, 1997.



PHILIP H. HOPKINS
COMMISSION # CC 695604
EXPIRES DEC 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of
Florida, at Large

PHILIP H. HOPKINS
(print name)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes the following is submitted:

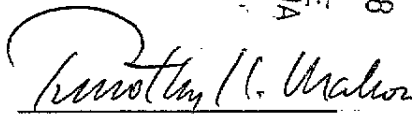
That **DISTINCTIVE INNOVATIVE PRODUCTS USA, INC.**
desiring to qualify under the laws of the State of Florida, with its principal office at

55 TROPIC ISLE DRIVE, SUITE 31-D, DELRAY BEACH, FLORIDA 33483
hereby designates

TIMOTHY K. MAHON, 2929 East Commercial Boulevard, Penthouse "E", Fort
Lauderdale, Florida 33308, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 12 day of DEC, 1997.


TIMOTHY K. MAHON

FILED
27 DEC 15 AM 11:48
CLERK OF STATE
TALLAHASSEE, FLORIDA