

STEWART & STORTER
ATTORNEYS AT LAW

JAMES C. STEWART, JR.*
*ALSO ADMITTED IN GEORGIA

SUSAN J. STORTER **
**PRACTICE LIMITED TO ADOPTION

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SUITE 101
2121 COUNTY ROAD 951
GOLDEN GATE, FL 34116-6543

P97000108208
December 19, 1997

DIVISION OF CORPORATIONS
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-12/24/97--01060--014
****122.50 ****122.50

RE: DISTINCTIVE CABINET DESIGNS, INC.

EFFECTIVE DATE
12-01-98

Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$122.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences January 1, 1998.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,


James C. Stewart, Jr.

cc: Mrs. Renee K. Boyce

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:59

RP
12-26-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:59

ARTICLES OF INCORPORATION
OF
DISTINCTIVE CABINET DESIGNS, INC.,
a Florida corporation

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

DISTINCTIVE CABINET DESIGNS, INC.,
a Florida corporation

SECOND: The principal office or mailing address of the Corporation is:

Suite A
5556 Yahl Street
Naples, Florida 34109-1936

EFFECTIVE DATE
81-01-98

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, the par value of each such share shall be **ONE AND NO/100S DOLLARS (\$1.00)**. Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543,

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **TWO (2)**, and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

RENEE K. BOYCE
Suite A
5556 Yahl Street
Naples, Florida 34109-1936

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:59

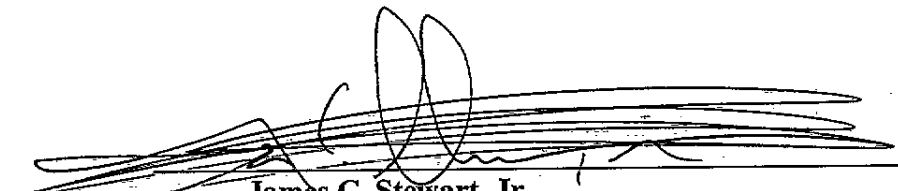
TIMOTHY W. BOYCE
Suite A
5556 Yahl Street
Naples, Florida 34109-1936

SIXTH: The name and address of the sole incorporator is:

JAMES C. STEWART, JR., ESQUIRE
STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

SEVENTH: The corporate existence of the Corporation shall commence on
JANUARY 1, 1998.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator
hereinbefore named, for the purpose of forming a corporation under the Florida Business
Corporation Act, has executed these Articles of Incorporation, this 19th day of
DECEMBER, 1997.



James C. Stewart, Jr.
Sole Incorporator

I, JAMES C. STEWART, JR., having been designated to act as registered agent,
hereby agree to act in such capacity.



JAMES C. STEWART, JR.