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OLSON & BEARDEN

A PROFESSIONAL ASSOCIATION

ATTORNEYS-AT-LAW

LAURA A. OLSON
DAVID C. BEARDEN

200 PIERCE ST. - 4TH FLOOR
TAMPA, FLORIDA 33602
TELEPHONE: (813) 222-0888
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January 11, 2002

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-01/14/02--01024--001
****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

RE: Big Sky Development, Inc.

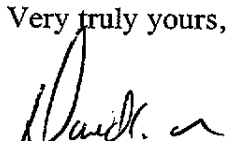
Gentlemen and Ladies:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ 52.50
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


David C. Bearden, Esq.

DCB/mmk
Enclosure

2545
W02-1728

FILED
2002 JAN 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/28/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED

2002 JAN 28 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 22, 2002

DAVID C. BEARDEN, ESQ.
200 PIERCE STREET
4TH FLOOR
TAMPA, FL 33602

SUBJECT: BIG SKY DEVELOPMENT, INC.
Ref. Number: W02000001728

We have received your document for BIG SKY DEVELOPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 902A00002965

FILED

AFFIDAVIT

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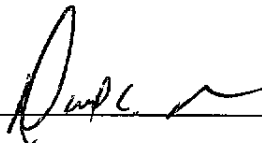
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Before me, the undersigned authority, personally appeared DAVID C. BEARDEN, being duly sworn by me, the undersigned Notary Public within and for the County and State aforesaid, deposes and says that:

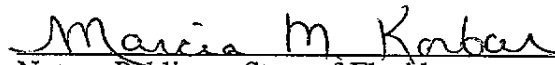
1. I was the President and a shareholder of Big Sky Development, Inc., a corporation organized, existing, and doing business under and by virtue of the laws of the State of Florida in January 1998.
2. That as such, I make this Affidavit based on first-hand knowledge and information, and affirm that I am familiar with the corporation.
3. Big Sky Development, Inc., was administratively dissolved in October, 2001 and does not function as a corporation in the State of Florida.
4. That I have no intention of reinstating said corporation and hereby release the name of Big Sky Development, Inc. for use by another entity.

Further Affiant saith not.



Affiant

SUBSCRIBED AND SWORN to before me this 25th day of January, 2002. I do hereby certify under my seal that I am authorized to administer oaths under and by virtue of the laws of the State of Florida.



Notary Public - State of Florida

My commission as such Notary Public expires:



Marcia M Korbar
My Commission DD017814
Expires April 15, 2005

Personally Known

Produced B 635-163-59-387-0 as Identification. FLA. Drivers License

ARTICLES OF INCORPORATION
OF
BIG SKY DEVELOPMENT, INC.

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2002 JAN 28 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be: BIG SKY DEVELOPMENT, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

200 Pierce Street - 4th Floor
Tampa, Florida 33602

ARTICLE III
BUSINESS AND PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or

Big Sky Development, Inc.

special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in the other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 200 Pierce Street, 4th Floor, Tampa, Florida, 33602, at such office shall be David C. Bearden. This corporation shall have the right to change such registered office and such registered office and such registered agent from time to time, as provided by law.

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be

stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
David C. Bearden	200 Pierce St. - 4 th Floor Tampa, Florida 33602
Kenneth I. Morin	115 South Albany Avenue Tampa, Florida 33606

ARTICLE IX INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David C. Bearden	200 Pierce St. - 4 th Floor Tampa, Florida 33602

ARTICLE X BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of

the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the use and purposes therein stated.



David C. Bearden

BIG SKY DEVELOPMENT, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED

2002 JAN 28 PM 2:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, DAVID C. BEARDEN, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of January, 2002.

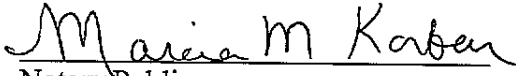


David C. Bearden

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, David C. Bearden, who did take an oath personally appeared known to me to be the person who executed the foregoing Articles of BIG SKY DEVELOPMENT, INC. and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Hillsborough County, Florida, this 11th day of January, 2002.



Notary Public

Marcia M. Korbar
DAVID C. BEARDEN
Printed Name



Marcia M Korbar
My Commission DD017814
Expires April 15, 2005

My Commission expires:

Big Sky Development, Inc.