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JOEL H. FELDMAN, P.A.
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JOEL H. FELDMAN
MERIDETH WATSON-TRAWICK
CERTIFIED LEGAL ASSISTANT

July 5, 1995

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Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Make a Difference, Inc.**

Dear Clerk:

Enclosed please find check # 2097 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgement of filing for the Articles to this office.

Very truly yours,

Merideth Watson-Trawick
Merideth Watson-Trawick

MWT/pt
Enclosure

make\secy.ltr

FILED
95 JUL 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 13 1995

ARTICLES OF INCORPORATION
OF
MAKE A DIFFERENCE, INC.

FILED
95 JUL 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the corporation is MAKE A DIFFERENCE, INC. with its principal place of business at 2223 W. Clay Street, Kissimmee, FL 34741.

ARTICLE II.

DURATION

The duration of the corporation is perpetual.

ARTICLE III.

PURPOSE

The corporation is organized in order to engage in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

DIRECTORS

There shall be two (2) members of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The names and addresses of the initial Directors are as follows:

LISA M. FELDMAN

200 Knuth Road, #112
Boynton Beach, FL 33436

FRANK D. YASSES, JR.

2223 W. Clay Street
Kissimmee, FL 34741

ARTICLE V.

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

LISA M. FELDMAN
President

200 Knuth Road, #112
Boynton Beach, FL 33436

FRANK D. YASSES, JR.
Vice President/Secretary

2223 W. Clay Street
Kissimmee, FL 34741

ARTICLE VI.

REGISTERED AGENT

The initial registered agent of the corporation shall be located at 4800 N. Federal Highway, Suite 207D, Boca Raton, FL 33431. The initial registered agent of the corporation at that address shall be JOEL H. FELDMAN.

ARTICLE VII.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII.

SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE IX.

ACCEPTANCE OF REGISTERED AGENT

I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of MAKE A DIFFERENCE, INC.

Joel H. Feldman
JOEL H. FELDMAN

IN WITNESS WHEREOF, I have subscribed my name on this of June, 1995.

Joel H. Feldman
JOEL H. FELDMAN

STATE OF FLORIDA)

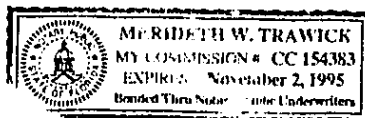
COUNTY OF PALM BEACH)

) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOEL H. FELDMAN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of June, 1995.

Merideth W. Trawick
NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA