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WILLIAM R. SMITH

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February 16, 1999

8191 COLLEGE PARKWAY
SUITE 300
FORT MYERS, FLORIDA 33919

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

Enterprises
A BIG DIFFERENCE, INC.

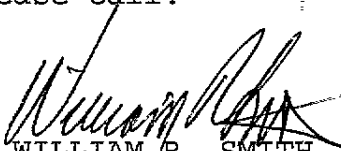
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*****78.75 *****78.75

Enclosed are the Articles of Incorporation for the above-referenced corporation. Please:

1. File these articles with the Corporate Division of the Department of State.
2. Please provide a certified copy of the Certificate of Incorporation.

I have enclosed a check for \$78.75 to cover the costs of filing and the certified copy.

If you have any questions, please call.


WILLIAM R. SMITH

WRS/wlg

Enclosures - Articles of Incorporation
Check for \$78.75

FILED
99 FEB 19 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bill Smith GAVE
AUTHORIZATION BY PHONE TO
CORRECT Change Name: A Big Difference Enterprises, Inc.
DATE 2/23/99
DOC. EXAM BD

ARTICLES OF INCORPORATION

OF

A BIG DIFFERENCE ENTERPRISES, INC.

FILED
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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be A BIG DIFFERENCE ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 4844 Nottingham Drive, Fort Myers, Florida 33905.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

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TALLAHASSEE, FLORIDA

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919


ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Beth M. Sadler
4844 Nottingham Drive
Fort Myers, Florida 33905

Juri Sadler
4844 Nottingham Drive
Fort Myers, Florida 33905

THE UNDERSIGNED has executed these Articles of Incorporation this 17 day of February, 1999. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent