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

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*****87.50 *****87.50

Mike Weaver
3228 Laurel St.
Gulf Breeze FL 32561

RE: Articles of Incorporation for Down South Productions, Inc.
Incorporation under Not For Profit Corporation Act

Dear Sir or Madam:

Enclosed is an original and two copies of the articles of incorporation and a check for \$87.50. This check represents payment for the filing fee, a certified copy, and a certificate of status. Thank you for your attention to this matter.

Sincerely,



Mike Weaver

FILED
99 SEP 24 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 28 1999

**ARTICLES OF INCORPORATION
OF
DOWN SOUTH PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation," is Down South Productions, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

3228 Laurel St., Gulf Breeze, FL 32561

ARTICLE III

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Initial directors shall be appointed by the incorporator in accordance with the by-laws of the corporation. The board of directors shall consist of at least three (3) members.

ARTICLE V

The initial registered agent shall be Mike Weaver. The Florida street address of the initial registered agent is 3228 Laurel St., Gulf Breeze, FL 32561.

ARTICLE VI

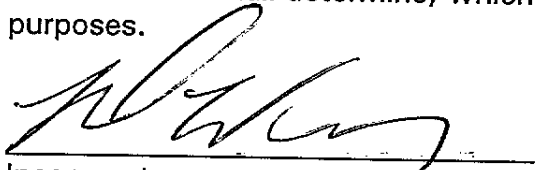
The name and address of the incorporator to these Articles of Incorporation are Mike Weaver, 3228 Laurel St., Gulf Breeze, FL 32561.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

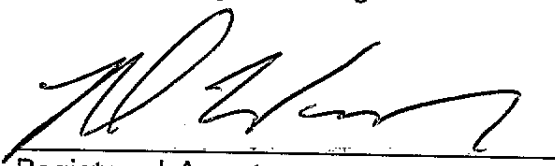
ARTICLE VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.


Incorporator

Date 9/9/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent

Date 9/9/99

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TALLAHASSEE, FLORIDA