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ROSSWAY MOORE
& TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963
March 22, 2000

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
JAMES A. TAYLOR, III*
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

TELEPHONE
(561) 231-4440
FACSIMILE
(561) 231-4430

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-03/27/00--01108--015
*****70.00 *****70.00

RE: ~~Weis, Inc.~~

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:sms\Corp\SecState-Inc.L

Encs.

CC: Mr. and Mrs. J. Andrew Wallace, w/enc.

2515
W000-8719

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 AM 8:17

4/24/00

**ROSSWAY MOORE
& TAYLOR**
ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963
April 17, 2000

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
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MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 21 AM 8:17

TELEPHONE
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(561) 231-4430

Division of Corporations
Florida Department of State
ATTN: Claretha Golden, Document Specialist
409 East Gaines Street
Tallahassee, FL 32399

RE: *Weis of Indian River, Inc.* (Your Letter No. 500A00017900)

Dear Ms. Golden:

In regard to the above, please find enclosed a copy of Letter No. 500A00017900 from the *Florida Department of State*, along with the original and one copy of the revised Articles of Incorporation.

Please assure that the Articles of Incorporation are filed promptly with the Department of State. This firm's check in the amount of \$70.00 for the filing fee has been previously forwarded to your office.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

JAT:sms\Corp\SecState-Inc.L3

Encs.

CC: *Weis of Indian River, Inc.*, w/enc.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 21 AM 8:17

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 31, 2000

ROSSWAY MOORE & TAYLOR, P.A.
THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A #200
VERO BEACH, FL 32963

SUBJECT: WEIS, INC.
Ref. Number: W00000008719

We have received your document for WEIS, INC.. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00017900

ARTICLES OF INCORPORATION
OF
WEIS OF INDIAN RIVER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 AM 8:17

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

WEIS OF INDIAN RIVER, INC.

The principal place of business of this corporation shall be 5976 - 20th Street, PMB 267, Vero Beach, Florida 32966, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the purpose of transacting any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **BRADLEY W. ROSSWAY**, 5070 N. Highway A-1-A, Suite 200, The Oak Point Professional Center, Vero Beach, Florida 32963.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, is as follows:

BRADLEY W. ROSSWAY - Director/President/Secretary/Treasurer
5070 N. Highway A-1-A, Suite 200
The Oak Point Professional Center
Vero Beach, Florida 32963.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
The Oak Point Professional Center
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of April, 2000.

ROSSWAY MOORE & TAYLOR

By: Bradley W. Rossway
BRADLEY W. ROSSWAY

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

BRADLEY W. ROSSWAY, whose address is as follows: 5070 N. Highway A-1-A, Suite 200, The Oak Point Professional Center, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.

Bradley W. Rossway
BRADLEY W. ROSSWAY

Date: April 18th, 2000

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DIVISION OF CORPORATION
00 APR 21 AM 8:17