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NAME(S) & DOCUMENT NUMBER(S), (if known):

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1. Weirsdale Dpry, Inc.
(Corporation Name) (Document #)
2. _____
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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**ARTICLES OF INCORPORATION
OF
WEIRSDALE OPRY, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and agrees and certifies as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **WEIRSDALE OPRY, INC.**, and its address shall be Post Office Box 69, Weirsdale, Florida 32195.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on Feb. 27, 1997 and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

It is intended that this Corporation shall be an "S Corporation" as defined in Section 1361(a) of the Internal Revenue Code. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law and not inconsistent with the Corporation's status as an "S Corporation," including, without limitation and only by illustration, the following:

- a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

- c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d) To lend money to, and use its credit to assist, its officers and employees.
- e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.
- f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida general Corporation Act or by other applicable law within or without the State of Florida.
- j) To elect or appoint officers and agents and define their duties and fix their compensation.
- k) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- l) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes, or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, or educational purposes.
- m) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- n) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

- o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefits plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees, of its subsidiaries.
- p) To provide insurance for its benefit on the life of any directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- r) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon matters on which shareholders have the right to vote.

Authorized capital stock may be paid for in cash, services, or property at a just value to be fixed by the directors or stockholders of this Corporation at any regular or special meeting. There shall be no more than thirty-five (35) shareholders in this Corporation.

ARTICLE V INITIAL REGISTERED AGENT

The initial registered office of this Corporation shall be located at 13939 South Highway 43, Weirsdale, Florida 32195, and the initial registered agent of the Corporation at that address shall be Teri Sands. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws. The name and address of the initial directors of this Corporation are:

Mitch Sands
13934 South Highway 42
Weirsdale, Florida 32195

Teri Sands
13934 South Highway 42
Weirsdale, Florida 32195

Directors may be removed without cause. Directors shall be elected or appointed as provided in the Bylaws.

ARTICLE VII INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

Mitch Sands
13934 South Highway 42
Weirsdale, Florida 32195

Teri Sands
13934 South Highway 42
Weirsdale, Florida 32195

ARTICLE VIII BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested with the Board of Directors.

ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors,

officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred with any action taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interpreted.

ARTICLE XI LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporations, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes hereto and hereunto sets his hand and seal this 08 day of NOVEMBER, 1996.

Mitchell E. Sands
MITCH SANDS

Teri Sands
TERI SANDS

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MITCH SANDS and TERI SANDS, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and, being personally known to me, acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of November, 1996.

Anita Beach
NOTARY PUBLIC

Anita Beach
NAME PRINTED

595603
NOTARY'S COMMISSION NUMBER

10-24-2000
NOTARY'S COMMISSION EXPIRES

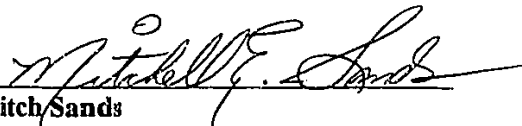


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that **WEIRSDALE OPRY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named **Mitch Sands**, located at 13934 South Highway 42, Weirsdale, Florida 32195, Marion County, Florida, as its agent to accept service of process within this State.

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.


Mitch Sands
Registered Agent

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