

**WALTER**  
DEVELOPMENT GROUP, INC.

P97000056336

June 23, 1997

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

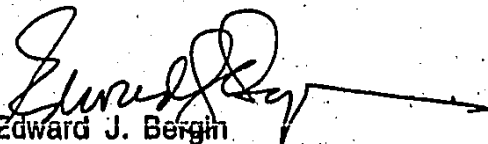
Gentlemen:

Please find enclosed the following: Two complete sets of the Articles of Incorporation for Back Country Productions, Inc.. along with a check in the amount of \$122.50 to cover the corporate filing fee.

Please send the finalized documents to the above listed address.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Edward J. Bergin

RAW/cmf



EFFECTIVE DATE  
6-23-97

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-06/25/97-01008-018  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**FILED**

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**BACK COUNTY PRODUCTIONS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BACK COUNTY PRODUCTIONS, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

**EFFECTIVE DATE**

6-23-97

The name of the corporation is: BACK COUNTY PRODUCTIONS, INC.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows: to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

## **ARTICLE V. NO PRE-EMPTIVE RIGHTS**

No holder of shares of the common stock of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of common stock of the corporation, whether now or hereafter authorized, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix.

## **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 4320 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the corporation's initial registered agent at that address is Edward J. Bergin.

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Edward J. Bergin  
4320 West Kennedy Blvd.  
Tampa, Florida 33609

Richard Daniel  
4505 Bay to Bay  
Tampa, Florida 33629

## **ARTICLE VIII. INCORPORATOR**

The name and street address of the Incorporator is: Edward J. Bergin, 4320 West Kennedy Boulevard, Tampa, Florida 33609.

The Incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a

corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. AMENDMENTS

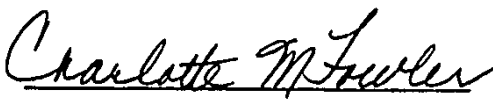
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of June 1997.

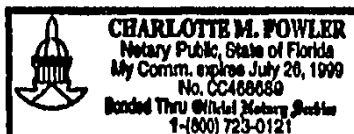
  
Edward J. Bergin

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23 day of June, 1997, by Edward J. Bergin, who is personally known to me.

  
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

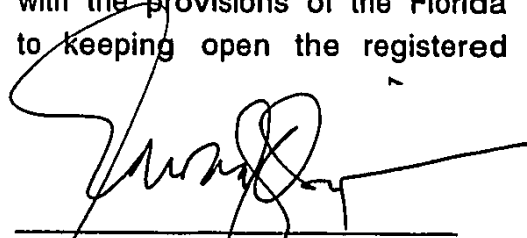
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JUN 25 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following  
submitted:

That BACK COUNTY PRODUCTIONS, INC. , desiring to organize under  
the laws of the State of Florida with its initial office, as indicated  
in the Articles of Incorporation, at 4320 West Kennedy Boulevard,  
Tampa, Florida, 33609, has named Edward J. Bergin, located at 4320  
West Kennedy Boulevard, Tampa, County of Hillsborough, Florida  
33609, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation  
named above, at the place designated in this certificate, I agree to  
act in that capacity and to comply with the provisions of the Florida  
General Corporation Act relative to keeping open the registered  
office.

  
\_\_\_\_\_  
Edward J. Bergin