P98000107586

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

900002722499--6 -12/24/98--01092--017 ****122.50 *****78.75

SUBJECT: RIVER CITY OPRY INC. (Proposed corporate name - must include suffix)					
Enclosed is an original a	and one(1) copy of the article	es of incorporation and a c	check for:		
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy	□ \$131.25 Filing Fee, Certified Copy & Certificate		
		ADDITIONAL COL	PY REQUIRED		
FROM: _	David L. H	aLSey rinted or typed)			
-	109 REGENT	Address			
-	PONTE VEDR	A Beach FL State & Zip	320 8 2 SECTION 1	8	
	(904) 280-	elephone number	SECRETARY OF STATE ALLAHASSEE FLORID		
			TE ADA	ñ	

NOTE: Please provide the original and one copy of the articles.

TA-12/29/98

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of the corporation shall be: River City Opry, Inc.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The corporation may transact any an all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be one thousand shares of common stock having a nominal or par value of one dollar per share. The consideration to be paid for each share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than five hundred dollars.

ARTICLE VI

The street address of the initial office of the corporation is 3306 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082.

ARTICLE VII

The name and address of the initial registered agent of this corporation is: David L. Halsey, 109 Regents Place, Ponte Vedra Beach, FL 32082

ARTICLE VIII

This corporation shall have two directors initially. The number of directors of this corporation may be increased of decreased, from time to time, by the By-Laws of this corporation, but which number shall never be less than one.

ARTICLE IX

This corporation shall have two directors initially. The names and addresses of the directors of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David L. Halsey, Director 109 Regents Place Ponte Vedra Beach, FL 32082

Braccus Giavanno, Director 1224 Ocean Front Neptune Beach, FL 32266

ARTICLE X

The subscriber of the Articles of Incorporation, together with his respective address is: David L. Halsey, 109 Regents Place, Ponte Vedra Beach, FL 32082.

ARTICLE XI

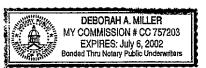
These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this corporation. Any questions, motion or action of the stockholders of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by the Board of Directors, and the directors thereof, shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent to holding an office or being a

director or agent of this corporation. The officers and directors in this corporation shall have and enjoy all the rights, privileges and immunities of a corporation operation under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

In witness whereof, the undersigned subscriber has executed the forgoing Articles of Incorporation, this 23rd Day of December, 1998.

Signed in the presence of:	
Olarah A Melle	David Hoose
Witness Signature	David L. Halsey
,	Registered agent & incorporator
	· I accept the duties & responsibilities
Debora H. A. Miller Witness Printed Name	as registered agent of this corporation.
Witness Printed Name	·
Before me, the undersigned authority, perso first being duly sworn, deposed and says Incorporation and that he has executed same	that he has read the forgoing Articles of
Witness my hand and seal this	day of <i><u>Decemben</u></i> , 1998 at

Notary Public



FIRST Union BANK County of St Johns

98 DEC 24 PM 4: 15 SECRETARY OF STATE

, State of Florida.