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ARTICLES OF INCORPORATION OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Old Toy Trains, Inc.

The undersigned, for purposes of forming a corporation under the provisions of Section 607 of the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is Old Toy Trains, Inc. (hereinafter called the corporation). The address of the corporation is:

787 N.E. 125th Street North Miami, Florida 33161

3.7.96

ARTICLE II - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

The corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the operation of business authorized hereby.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of capital stock authorized to have outstanding at any one time is 600 shares of common stock and the par value, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Per Value <u>Per Share</u>	Class of <u>Stock</u>
600	\$1.00	Common

ARTICLE IV - REGISTERED AGENT

The street address of the corporation's initial registered office in the State of Florida is: 787 N.E. 125th Street, North Miami, Florida 33161 and the name of its initial registered agent at such office is Andrew H. Rappeport.

ARTICLE V - EXISTENCE

This corporation is to exist to perpetually. The effective date of the corporation is March 7, 1996.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The same name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Shari A. Rosenblatt

787 N.E. 125th Street

North Miami, Florida 33161

Andrew H. Rappeport

787 N.E. 125th Street

North Miami, Florida 33161

<u>ARTICLE VII - SPECIAL PROVISION</u>

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: Andrew H. Rappeport 787 N.E. 125th Street, North Miami, Florida 33161.

IN WITNESS WHERE OF, Andrew H. Rappeport, has hereunto set his hand and seal of the corporation on March 7, 1996.

Andrew H. Rappeport

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BIFORE ME, the undersigned authority, personally appeared Andrew H. Rappeport, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 640 day of Mal, 1996.

My Commission Expires:



BY: Mindy S. Glazer
My Commission CC310231
Expires Aug. 23, 1997
Bonded by HAI
600-422-1856

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Andrew H. Rappeport, an individual, residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of Old Toy Trains, Inc. and he is familiar with and accepts the obligations of the position of a Registered Agent under Section 607.0505, Florida-Statytes.

Andrew H. Rappeport