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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

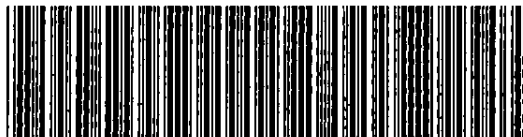
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
10 MAR 29 PM 4:01

S McKnight MAR 30 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rail Entertainment USA Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

B. Allen Brown II, President & CEO
Name of Person

Rail Entertainment USA Inc.
Firm/Company

840 North Pontiac Trail
Address

Walled Lake, MI 48390-3232
City/State and Zip code

abrown@railmark.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

B. Allen Brown II at (309) 370-5160
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Rail Entertainment USA Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 80-0242860
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/13/08 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 13, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 840 North Pontiac Trail; Walled Lake, MI 48390
(Principal office address)

840 North Pontiac Trail; Walled Lake, MI 48390
(Current mailing address)

8. Owner and Operator of the Orlando Star Clipper Dinner Train - Located In Eustis, Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

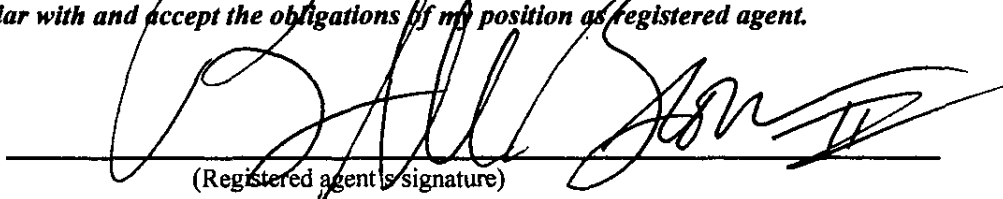
Name: B. Allen Brown II

Office Address: 51 West Magnolia Street

Eustis, Florida 32726
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: B. Allen Brown II

Address: 840 North Pontiac Trail
Walled Lake, MI 48390-3232

Vice Chairman: _____

Address: _____

Director: B. Allen Brown II

Address: 840 North Pontiac Trail
Walled Lake, MI 48390-3232

Director: _____

Address: _____

B. OFFICERS

President: B. Allen Brown II

Address: 840 North Pontiac Trail
Walled Lake, MI 48390-3232

Vice President: _____

Address: _____

Secretary: B. Allen Brown II

Address: 840 North Pontiac Trail; Walled Lake, MI 48390

Treasurer: B. Allen Brown II

Address: 840 North Pontiac Trail; Walled Lake, MI 48390

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. B. Allen Brown II, President & CEO

(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAIL ENTERTAINMENT USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAIL ENTERTAINMENT USA INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAR 29 PM 4:01

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AUTHENTICATION 7802841

Jeffrey W. Bullock, Secretary of State

DATE: 02-08-10