

LAW OFFICES

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2405 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33065

May 4, 2000

FILED
00 MAY - 8 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: D & B Railways, Inc.

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*****78.75 *****78.75

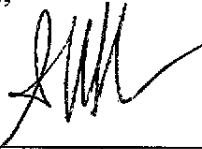
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with regard to the above-referenced corporation, for filing, together with our check in the sum of \$78.75. as and for your filing fee.

Also find enclosed, a self-addressed, stamped envelope for return of a filed copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



STEVEN R. ROSENTHAL, ESQUIRE

SRR/hh

cc: David and Beth Szatmary

5-10
WCC

ARTICLES OF INCORPORATION

OF

D & B RAILWAYS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of this corporation is: **D & B RAILWAYS, INC.**

ARTICLE II DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose is: retail sales and distribution of party supplies.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

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**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is : 1506 N.W. 109th Terrace, Coral Springs, Florida 33071.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1506 N.W. 109th Terrace, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is: **DAVID SZATMARY**.

**ARTICLE VIII
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 by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are: **DAVID SZATMARY**, 1506 N.W. 109th Terrace, Coral Springs, Florida 33071 and **BETH SZATMARY**, 1506 N.W. 109th Terrace, Coral Springs, Florida 33071.

**ARTICLE IX
INCORPORATOR**

The names and addresses of the Persons signing these Articles are: **DAVID SZATMARY**, 1506 N.W.109th Terrace, Coral Springs, Florida 33071 and **BETH SZATMARY**, 1506 N.W.109th Terrace, Coral Springs, Florida 33071.

**ARTICLE X
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders

**ARTICLE XI
AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto executed these Articles of Incorporation on this 3rd day of May, 2000.


DAVID SZATMARY

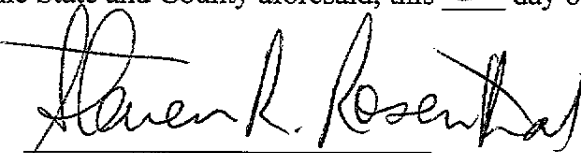

BETH SZATMARY

STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **DAVID SZATMARY** and **BETH SZATMARY**, husband and wife, who, after being duly sworn, depose and state that they signed the foregoing Articles of Incorporation for the purpose therein expressed. **DAVID SZATMARY and BETH SZATMARY** are personally known to me or produced

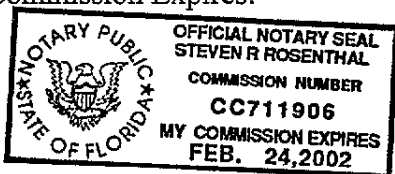
N/A as identification

WITNESS my hand and official seal at the State and County aforesaid, this 3rd day of May, 2000.



Notary Public, State of Florida
Print Name: Steven R. Rosenthal

My Commission Expires:



REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for said Corporation.


DAVID SZATMARY
Registered Agent

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TALLAHASSEE, FLORIDA