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

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-07/26/00--01039--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation of The Train Depot, Inc.. A check for \$70.00 is enclosed for the filing fee.

Please return a file copy in the self-addressed stamped envelope enclosed.

Sincerely,



Athey & Company, Inc.

**ATHEY & COMPANY, INC.**  
427 Lake Howell Rd.  
Maitland, Florida 32751

FILED  
00 AUG 15 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch AUG 16 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 28, 2000

ATHEY & COMPANY, INC.  
427 LAKE HOWELL RD.  
MAITLAND, FL 32751

SUBJECT: THE TRAIN DEPOT, INC.  
Ref. Number: W00000018897

We have received your document for THE TRAIN DEPOT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 100A00041320

FILED

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation shall be: The Train Depot, Inc.

II. PRINCIPAL OFFICE

The principal office shall be: P.O. Box 4315  
Enterprise, FL 32725-0315

III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

V. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares at \$1.00 par value common capital stock.

VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

VII.

TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation. A Copy Of  
Which Is On File At This Corporation's Principal Office."

VIII.

INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Kendall A. Mertz  
P.O. Box 4315  
Enterprise, Florida 32725-0315

Michael D. Albert  
105 Orange Ridge Drive  
Longwood, Florida 32779

IX.

INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

X.

INITIAL REGISTERED OFFICE & AGENT

The office of the corporation's initial registered office shall be:

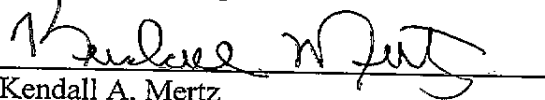
215 Stillbrook Trail  
Enterprise, Florida 32725-0315

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Kendall A. Mertz

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Kendall A. Mertz

**XI. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's Incorporator is:

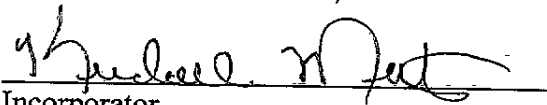
Kendall A. Mertz  
215 Stillbrook Trail  
Enterprise, Florida 32725-0315

**XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this

24 day of JULY 2000.

  
Incorporator

State of Florida

County of Seminole

I hereby certify that on this day, before me, an officer duly authorized in Seminole County, Florida, to take acknowledgments, appeared Kendall A. Mertz personally known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

Witness my hand and official seal, on this 24 day of July, 2000, in Seminole County Florida.

Roberta Owen

Notary Public

Commission Expiration Date:  
(Seal)

