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June 18, 2002

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*ALSO ADMITTED IN
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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-06/18/02-01025--018
*****43.75 *****43.75

RE: The New Old Pullman Model Railroads, Inc.
Old Pullman Model Railroads, Inc.

Dear Sir/Madam:

In regard to a sale of assets (including corporate name) between the above-referenced corporations, please find enclosed the following documents for filing with the Department of State to complete this purchase transaction:

- Articles of Incorporation for The New Old Pullman Railroads, Inc., which shall be made effective on June 14, 2002 (check #7135 in the amount of \$78.75 enclosed for filing fee, registered agent designation and certified copy);
- Articles of Dissolution and Affidavit of Right to Immediate Use of Corporate Name for Old Pullman Model Railroads, Inc. (the "Seller") (check #7136 in the amount of \$43.75 enclosed for filing fee and certified copy); and
- Articles of Amendment to Articles of Incorporation for The New Old Pullman Model Railroads, Inc. (check #7137 in the amount of \$43.75 enclosed for filing fee and certified copy) to assume the use of the name "Old Pullman Model Railroads, Inc." which name became available upon dissolution of the Seller and release of that corporate name through the Affidavit.

Please file these documents with the Department of State, Division of Corporations at your first possible convenience.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE NEW OLD PULLMAN MODEL RAILROADS, INC.**

THESE ARTICLES OF AMENDMENT are entered into on the dates set forth below:

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Corporation were filed on June 14, 2002; and

WHEREAS, all of the shareholders and members of the Board of Directors approved these Articles of Amendment by vote and Resolution on June 17, 2002 following a duly noticed and conducted meeting of the said Shareholders and Board of Directors; and

WHEREAS, the said Board of Directors wishes to set forth the amendments in a written instrument.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confirmed, the Articles of Incorporation of the Corporation are hereby amended as follows:

1. The name of the Corporation is and shall be hereafter, as follows:

OLD PULLMAN MODEL RAILROADS, INC.

2. The Corporation shall exist perpetually and may engage in any and all lawful activities or business enterprises, pursuant to Chapter 607, *Florida Statutes*, and general law.

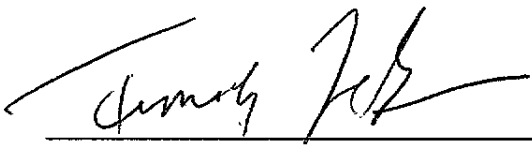
Except as specifically set forth above, the terms and conditions of the Articles of Incorporation shall remain unchanged and in full force and effect.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals this -
_____ day of June, 2002.

"CORPORATION"

**OLD PULLMAN MODEL RAILROADS, INC., a
Florida corporation, formally known as
THE NEW OLD PULLMAN MODEL
RAILROADS, INC.**

By: 

**TIMOTHY LAGUE, President and
Sole Director**

AFFIDAVIT OF RIGHT TO IMMEDIATE USE OF CORPORATE NAME

Pursuant to Chapter 607.1405(4), Florida Statutes, the undersigned corporation hereby submits the following for the purpose of dissolving the corporation:

BEAT W. HUG, President of Old Pullman Model Railroads, Inc. (the "Corporation"), affiant does hereby swear and affirm:

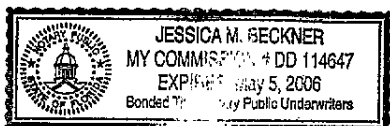
1. The Corporation was dissolved effective June 17, 2002.
2. The Corporation has assigned all rights to the name "Old Pullman Model Railroads, Inc." to The New Old Pullman Model Railroads, Inc. effective June 17, 2002.
3. This affidavit is filed for the purposes of allowing the immediate use of the name "Old Pullman Model Railroads, Inc." by The New Old Pullman Model Railroads, Inc. as described Chapter 607.1405(4).
4. Further Affiant sayeth not.

Under penalties of perjury, I swear that the above information is true and correct.


Beat W. Hug, President
Old Pullman Model Railroads, Inc.

STATE OF FLORIDA COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 17th day of June, 2002 by BEAT W. HUG, who is [personally known to me] or who has produced _____, as identification.




Notary Public

Jessica M. Beckner
Name typed, printed or stamped