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& TAYLOR**

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SUITE 200

VERO BEACH, FLORIDA 32963
June 18, 2002

EFFECTIVE DATE
6-14-02

JOHN E. MOORE, III*
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THOMAS W. TIERNEY**
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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

VIA FEDERAL EXPRESS

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

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-06/19/02--01025--019
*****78.75 *****78.75

**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.

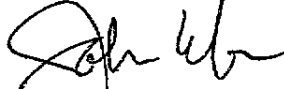
Please file these documents with the Department of State, Division of Corporations at your first possible convenience.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JUN 19 PM 3:30

Florida Department of State
Page 2
June 18, 2002

Please call me if you have any questions.

Very truly yours,



John E. Moore, III

Enclosures

cc: Timothy J. LaGue

EFFECTIVE DATE
6-14-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 19 PM 3:30

**ARTICLES OF INCORPORATION
OF**

THE NEW OLD PULLMAN MODEL RAILROADS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be The New Old Pullman Model Railroads, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1325 – 28TH avenue, Vero Beach, FL 32960.

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The directors shall be appointed by the shareholders at the annual shareholders' meeting.

**ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS**

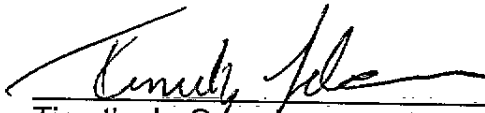
The name and Florida street address of the initial registered agent are Timothy LaGue, 1325 – 28th Avenue, Vero Beach, FL 32960.

ARTICLE VI
DESIGNATION OF EFFECTIVE DATE

Pursuant to the provisions of Chapter 607.0203(1) of the Florida Statutes, these Articles of Incorporation shall be deemed effective as of June 14, 2002.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are Timothy LaGue, 1325 – 28th Avenue, Vero Beach, FL 32960.



Timothy LaGue, Incorporator

Date 6/13/02

ACKNOWLEDGEMENT BY REGISTERED AGENT

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



Timothy LaGue, Registered Agent

Date 6/17/02