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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

all about toy trains, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALL ABOUT TOY TRAINS, INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

ALL ABOUT TOY TRAINS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

6843 NORTH CITRUS AVENUE #7
CRYSTAL RIVER, FLORIDA 34429

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS TWO (2). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

1. RICHARD ADELBERG
1202 SOUTH EAST 5 AVENUE
CRYSTAL RIVER FLORIDA 34429
2. DINA ADELBERG
1202 SOUTH EAST 5 AVENUE
CRYSTAL RIVER FLORIDA 34429

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ROBERT E. LONG
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

These Articles of Incorporation Prepared by:
Robert E. Long
11555 Heron Bay Blvd. Suite 200, Coral Springs, Florida 33076 (954) 603-0480

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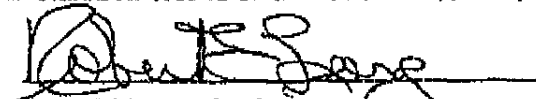
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

ROBERT E. LONG
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE:
June 6th, 2003



ROBERT E. LONG, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

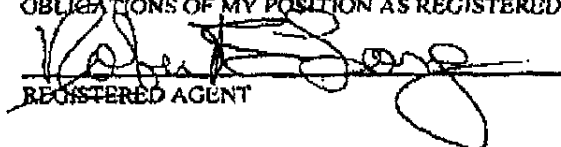
1. THE NAME OF THE CORPORATION IS ALL ABOUT TOY TRAINS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ROBERT E. LONG,
11555 HERON BAY BLVD. SUITE 200, CORAL SPRINGS, FLORIDA 33076

SIGNATURE 
TITLE: INCORPORATOR

DATE: JUNE 6TH, 2003

HAVING BEEN NAMED REGISTERED AGENT 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.


REGISTERED AGENT

DATE: JUNE 6TH, 2003

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