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March 27, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

1 rain Group, Inc. *Please stamp effective date on page 1 of doc*						
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ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

TRAIN GROUP, INC.

ARTICLE I.

NAME

The name of this corporation is Train Group, Inc. EFFECTIVED ARTICLE II.

PRINCIPAL OFFICE

The principal office and mailing address of this corporation 150 2nd Aue. North Ste. 1100 33701 is 7019 First Avenue South, #1, St. Petersburg, Florida 33710.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of March 23, 2007.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said

classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	PAR VALUE AUTHO	ORIZED ISSUE				
Class A Voting Common	\$.01 per share	100 shares				
Class B Non-Voting Common	\$.01 per share	9,900 shares				
ARTICLE VI.						

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, 150 2nd Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this

corporation are Joel D. Bronstein, Esquire, 150 Second Avenue North Suite 1100, St. Petersburg, Florida 33701.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors.

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 26° day of March, 2007.

Joel D. Bronstein

Incorporator and Registered Agent