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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10017-28831

BRANDON J. RAFOOL, L.L.C.
ATTORNEY AT LAW

Brandon J. Rafool



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Winter Haven, Florida 33880
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June 13, 2007

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC.**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC., Registered Agent form for said corporation, and my firm's check number in the amount of \$78.75 to cover your fee for filing. Please forward a certified copy to this office.

Please call me should you have any questions.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to be 'Brandon J. Rafool'.

Brandon J. Rafool

BJR:uic
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JUN 25 PM 3:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 18, 2007

BRANDON J RAFOOL, L.L.C.
ATTN: BRANDON J RAFOOL, ESQ
PO BOX 7286
WINTER HAVEN, FL 33883-7286

SUBJECT: FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC.
Ref. Number: W07000028831

We have received your document for FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Articles I & VI the city of the principal office address is Bartow. On the Reg. Agent Certificate it has the city as Winter Haven. The address must be consistent wherever it appears in your document.

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) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 607A00040488

It is requested that you return the original and one copy of your document, along with a copy of this letter, within 60 days of the date of this letter. If you do not return the original and one copy of your document, along with a copy of this letter, within 60 days of the date of this letter, your filing will be considered abandoned. If you have any questions concerning the filing of your document, please call (850) 245-6879.

ARTICLES OF INCORPORATION

OF

FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC.

FILED

07 JUN 25 PM 4:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC., whose address is: 4196 Ben Durrance Road, Bartow Municipal Airport, Bartow, Florida 33830.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 4196 Ben Durrance Road, Bartow Municipal Airport, Bartow, Florida 33830, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The name and address of the members of the first Board of Directors, is:

GERALD N. BUTTERWORTH	4196 Ben Durrance Road Bartow Municipal Airport Bartow, Florida 33830
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ARTICLE IX - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

GERALD N. BUTTERWORTH	4196 Ben Durrance Road Bartow Municipal Airport Bartow, Florida 33830
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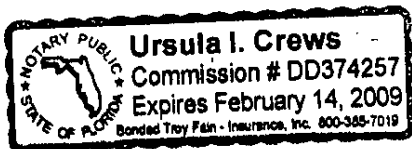
IN WITNESS WHEREOF, the Subscriber has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 13th day of June, 2007.

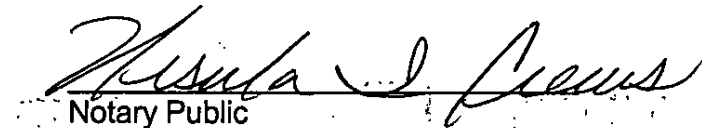

GERALD N. BUTTERWORTH

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared GERALD N. BUTTERWORTH, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced FLDL, as identification and who did (did not) take an oath, and acknowledged before me that he executed the same for the purposes therein expressed:

13th WITNESS my hand and official seal in the County of Polk and State of Florida, this day of June, 2007.




Notary Public
My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- **FLORIDA MODEL TRAIN AND PLANE ENTERPRISES, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **BARTOW**, State of **FLORIDA**, has named, **GERALD N. BUTTERWORTH**, located 4196 Ben Durrance Road, Bartow Municipal Airport, Bartow, Florida 33830, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


GERALD N. BUTTERWORTH
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA