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January 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

900001393289
-01/30/95--01106--001
****122.50 ****122.50

RE: Sanford Slot Car & Hobby, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

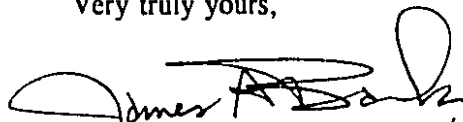
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/jst

Enclosures

695A - 4380

2/2/95
(B)

FILED
95 JAN 30 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SANFORD SLOT CAR & HOBBY, INC.

FILED
95 JAN 30 AM 7:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: SANFORD SLOT CAR & HOBBY, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 2613 Orlando Drive, Sanford, Florida 32773, and the name of the initial registered agent of this corporation is DAVID A. RUSSELL.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

DAVID A. RUSSELL
2613 Orlando Drive
Sanford, FL 32773

RAYMOND GALLAHAN
2613 Orlando Drive
Sanford, FL 32773

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles is:

DAVID A. RUSSELL
2613 Orlando Drive
Sanford, FL 32773

ARTICLE VIII. 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 these reservations.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 25th day of January, 1995.


David A. Russell, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 25th day of January, 1995, by DAVID A. RUSSELL, and that I relied upon the following form of identification of the above-named person: personal knowledge

Joyce S. Thompson



OFFICIAL SEAL
JOYCE S. THOMPSON
My Commission Expires
June 14, 1995
Comm. No. CC 112322

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE**

Pursuant to Florida Statutes, this is to certify that SANFORD SLOT CAR HOBBY, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named DAVID A. RUSSELL, 2613 Orlando Drive, Sanford, Florida 32773, as its agent to accept service of process within this State and the said address as the office for such service of process.


President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 
Registered Agent