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**PRESIDENTIAL
LEGAL & FIN**

RECEIVED
96 JAN -2 PM 2 13
DIVISION OF CORPORATION

ACCOUNT NO. : 37210000000000000000

REFERENCE ~~1~~ 788638 812720

AUTHORIZATION : *Atencia Puerto*

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 788638

CUSTOMER NO: 81272A

CUSTOMER: Kirk Bauer, Esq.
DIERNACKI & BAUER, P.A.

223 South Woodland Boulevard

DeLand, FL 32720

DOMESTIC FILING

NAME: CHOO CHOO INN, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

T. BROWN JAN - 3 1996

FILED
96 JAN -2 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN -2 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CHOO CHOO INN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHOO CHOO INN, INC.

The address of the principal office of this corporation shall be 217 Debary Drive, Debary, Florida 32713, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

B. Lee Bellows	217 Debary Dr.
Pres./Sec./Treas.	Debary, Florida 32713

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on January 2, 1996 .

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

GMC/jbg

P96000000550

BIERNACKI & BAUER, P.A.

ATTORNEYS AT LAW

RAYMOND A. BIERNACKI, JR.
KIRK T. BAUER
IVAN K. CLEMENTS, JR.

POST OFFICE BOX 906
223 SOUTH WOODLAND BOULEVARD
DELAND, FLORIDA 32721-0906

TELEPHONE (904) 734-3313
FAX (904) 738-0424

January 23, 1996

Secretary of State
The Capitol
Tallahassee, Florida 32399-0001

700001700847
-01/30/96--01033--005
*****35.00 *****35.00

RE: CHOO CHOO INN, INC.
Charter No.: P96000000550
Date Filed : JANUARY 2, 1996

Dear Sir:

Enclosed please find a Statement of Change of Registered Office and Registered Agent concerning the above-captioned corporation together with a check in the amount of \$35.00 in payment of your fee. Should you have any questions or comments regarding this matter, please contact me at your convenience.

Very sincerely yours,
BIERNACKI & BAUER, P.A.



Kirk T. Bauer

KTB:mh
Enclosure

SH 2/
RA Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 29 AM 11:00

Charter No. P96000000550

Date Filed January 2, 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: CHOO CHOO INN, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 29 AM 11:00

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

KIRK T. BAUER

223 S. Woodland Boulevard

DeLand, FL 32721-0906

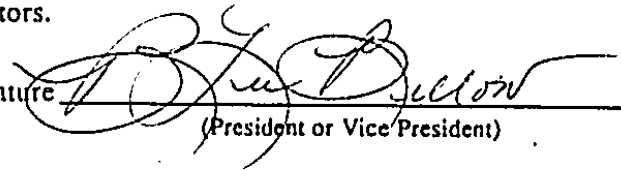
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

B. LEE BELLOWS

(Typed or printed name and title)

Signature



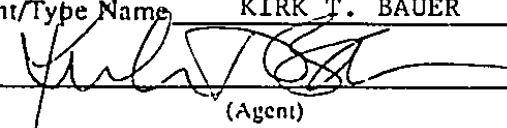
(President or Vice President)

Date

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name KIRK T. BAUER

Signature



(Agent)

Date