P960000037088

April 23, 1996

Frank Jackson 1724 Lawrence Drive Clearwater, Florida 34619

FLORIDA DEPARTMENT OF STATE Division Of Corporations P.O. Pux 6327 Tallanassee, Florida 32314

Dear Sirs,

Please find enclosed the Articles of Incorporation for FRANK'S TRAINS & HOBBIES, INC.

Also please find a check in the amount of \$70.00 to cover the various expenses of incorporation.

FRANK'S TRAINS & HOBBIES, INC. will elect to be treated as an S Corporation, operating on a calender basis.

As registered agent for this corporation, you may contact me if necessary at (813) 855-1041.

Sincerely,

Frank Jackson

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FILED

ARTICLES OF INCORPORATION

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OF

SCHOOL GOVERNMENT OF STATE

FRANK'S TRAINS & HOBBLES, INC.

ARTICLE I: NAME

The name of this corporation shall be Frank's Trains & Hobbies, Inc.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business within the State of Florida or elsewhere, and to have, use, exercise, and enjoy all of the general powers of like corporations, under Chapter 607 of the Florida Statutes.

ARTICLE III: DURATION

This corporation shall have perpetual existance.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V: PRINCIPAL PLACE OF BUSINESS

The principal office address of the corporation shall be 2429 Fairbanks Drive, Clearwater, Florida, 34624 and other offices, agencies and branches at such places as may be designated by the stockholders.

ARTICLE VII: DIRECTORS

The Board of Directors of this corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said corporation.

ARTICLE VIII: INITIAL DIRECTORS

The names of the members of the first Board of Directors of this corporation are as follows:

Debble Barry Mark Jackson Suzane Jackson

President Vice President Secretary/Treasurer

ARTICLE IX: SUBSCRIBERS

The name and address of the subscribing incorporator of these Articles of Incorporation is:

Frank Jackson 1724 Lawrence Drive Clearwater, Fl 34619

ARTICLE X: REGISTERED AGENT

The initial designation of the registered office of the corporation shall be 1724 Lawrence Drive, Clearwater, Florida, 34619, and the registered agent shall be Frank Jackson.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent

ARTICLE XI: AMENDMENT

This corporation reserves the right to amend or repeal

any provisions contained in these Articles or any amendments thereto, and any right conferred appearance is subject to this reservation.

IN WITNESS THEREOF, I the undersigned subscribing incorporator, have executed these Articles of Incorporation this 3 day of 1976.

Frank Jackson

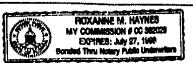
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged fore me this 300 day of _______, 1976, by before me this who is personally known to me or who has produced as identification, and who acknowledged before me that he executed the same for the purpose therein expressed.

Signature of person takin, oath: Name of person taking oath, typed, printed or stamped: Title or rank: Commission No. Commission Expiration Date:

oxanse Notary Public



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Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of submits the following statement in order to change its registered office or registered agent, or 'both, in the State of Florida. 1a. The name of the corporation is: 1b. The mailing address of the corporation is: 1c. Date of Incorporation: Filed 4/30/96 Document number: 196000037038 The name and address of the current registered agent and office: Thacker 34610 3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable) မ္မာ 哥 rain ia The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. Willberg (Signature of an officer, chairman or wice chairman of the board) - Co-Director leen Hallberg (Printed or typed name and title) Having been named as registered agent and to accept service of process for the above stated corporation, Therebyaccapt 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. ilien Callberg £10. (Signature of Registered Agent) If signing on behalf of an entity:

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

(Capacity)

FILING FEE: \$35.00

(Typed or Printed Name)

CR2E045(11/94)