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MANASSA, VA 20108
TEL: 703-212-7100 FAX: 703-212-7101
800-444-7086
P96000056379



PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 009261 4332563

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 3, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 009261

CUSTOMER NO: 4332563

CUSTOMER: Margee Ryder, Legal Assistant
OLLE, MACAULAY / ZORRILLA,
P.A.
1402 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

000001833330
-07/03/96--01076--027
*****122.50 *****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 PM 1:11

DOMESTIC FILING

NAME: FUN TRAINS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
95 JUL -3 PM 11:17
DIVISION OF CORPORATIONS
JF 7/3/96

OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW
1308 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33133

(305) 358-0200
TELECOPIER (305) 358-0817

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DIVISION OF CORPORATIONS

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July 2, 1996

HAND DELIVERED

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FUN TRAINS, INC.

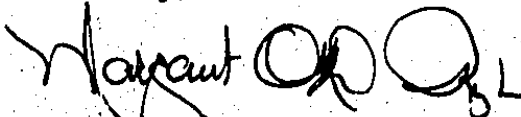
Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Finally, enclosed is a copy of the State of Florida Certificate of Registration of the Mark "Fun-Train" on behalf of our client First American Railways, Inc., a Nevada corporation, qualified to do business in the State of Florida on May 2, 1996 under document number F96000002274, a copy of which is enclosed herein. Please note that such Mark belongs to the aforementioned Nevada corporation and that First American Railways, Inc., a Nevada corporation will be the sole shareholder of Fun Trains, Inc.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at my direct line (305) 530-3105.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR
Enclosures
cc: Ray Monteleone (w/enc)
1517001\L\FunTrain.Art

WELSH & KATZ, LTD.

Attorneys at Law

120 SOUTH RIVERSIDE PLAZA - 22ND FLOOR
CHICAGO, ILLINOIS 60606

TELEPHONE (312) 655-1500
FACSIMILE (312) 655-1501

Writer's Direct Line:
(312) 626-1855

June 11, 1996

A. SIDNEY KATZ
RICHARD L. WOOD*
JENOLD B. SCHNAYER
ERIC G. COHEN
JOSEPH R. MARCUS
GERALD S. SCHUR
GERALD T. SHEKLETON
JAMES A. SCHERR
DANIEL M. CHERRY
ROBERT M. SNEISBLATT
JAMES P. WHITE
R. MARK HALLIDAY
HOWARD B. ROCKMAN
HARTWELL P. MORSE, III
EDWARD P. GAMBON, Ph.D.

*ALSO ADMITTED IN DISTRICT OF COLUMBIA

HANA E.P. GENAM
KATHLEEN A. RHEINTGEN

JOHN L. AMBROGI
JULIE A. KATZ
ERIC D. COHEN
JON P. CHRISTENSEN
WALTER J. KAWULA, JR.
LEONARD FRIEDMAN
STEVEN E. PELDMAN
IM HYUN SEO
PHILIP D. SEQUEST, JR.
JEFFREY W. SALMON

OF COUNSEL
DONALD L. WELSH
JAMES W. CLEMENT
LAURIE A. MAYNIE

WASHINGTON OFFICE
CRYSTAL PLAZA ONE - SUITE 808
8001 JEFFERSON DAVIS HIGHWAY
ARLINGTON, VIRGINIA 22202-8808
TELEPHONE (703) 419-4777

Mr. Dennis J. Olle
First American Railways, Inc.
c/o Olle, Macaulay & Zorilla, P.A.
1402 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

Re: State of Florida
Certificate of Registration for
First American Railways, Inc.
Service Mark: FUN-TRAIN
Our File No. 3238/66772

Dear Dennis:

We are very pleased to send you herewith the original Certificate of Registration No. T96000000634 granted June 4, 1996 for the FUN-TRAIN service mark, in Florida.

We have docketed this registration for renewal approximately six months prior to the expiration date of June 4, 2006. The mark is registered for a ten year period.

We would suggest that you keep the original Certificate with other permanent records of the Company.

Cordially,

WELSH & KATZ, LTD.

By 
Joseph R. Marcus

JRM:mc
Enclosure

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DIVISION OF CORPORATIONS
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State of Florida



Department of State

I certify from the records of this office that FIRST AMERICAN RAILWAYS, INC., A NEVADA CORP., % OLLE, MACAULAY & ZORILLA, P.C. 1402 MIAMI CENTER, 201 S. BISCAYNE BLVD., MIAMI, FL 33131 has registered FUN-TRAIN to be used as a mark under class(es) 0039. Said mark was first used anywhere April 28, 1995 and was first used in Florida April 28, 1995.

I further certify that said mark was registered in this office on June 4, 1996 and its date of expiration is June 4, 2006.

The number of this mark is T96000000634.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourth day of June, 1996



CR2E022 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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May 7, 1996

ALLEN C. HARPER
FIRST AMERICAN RAILWAYS INC.
1360 S OCEAN BLVD #1905
POMPANO BCH, FL 33062

Qualification documents for FIRST AMERICAN RAILWAYS, INC. were filed on May 2, 1996 and assigned document number F96000002274. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

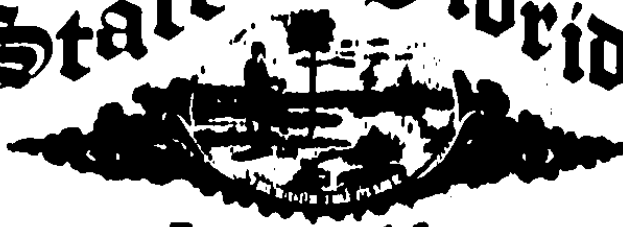
Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-8091, the Foreign Qualification/Tax Lien Section.

Doug Dickinson
Document Specialist
Division of Corporations

Letter Number: 196A.00022151

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by FIRST AMERICAN RAILWAYS, INC., a Nevada corporation, authorized to transact business within the State of Florida on May 2, 1996 as shown by the records of this office.

The document number of this corporation is F96000002274.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventh day of May, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. First American Railway, Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada
(State or country under the law of which it is incorporated)

3. March 16, 1987 4. Perpetual
(Date of Incorporation) (Duration)

5. 87-0443800
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.165, F.S.)

7. 1360 South Ocean Boulevard, Suite 1905, Pompano Beach, FL 33062
(Current mailing address)

8. Entertainment Railway Transportation
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Allen C. Harper

Address: 1360 South Dixie Highway
Coral Gables, FL 33146

Director:
Vice Chairman: David H. Rush

Address: 700 N.W. 12th Avenue
Deerfield Beach, FL 33442

Director: Thomas Rader

Address: 10700 East 40th Avenue
Denver, Colorado 80239

Director: Luigi Salvaneschi

Address: 1610 N.E. 1st Street, No. 7
Fort Lauderdale, FL 33301

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DIVISION OF CORPORATIONS
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B. Officers:

President/Director Eugene K. Garfield
Assistant Secretary 1360 South Ocean Boulevard, Suite 1905
Address: Pompano Beach, FL 33062

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Dennis J. Olle, Esq.
Office Address: 201 South Biscayne Boulevard, Suite 1402
Miami, Florida 33131
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

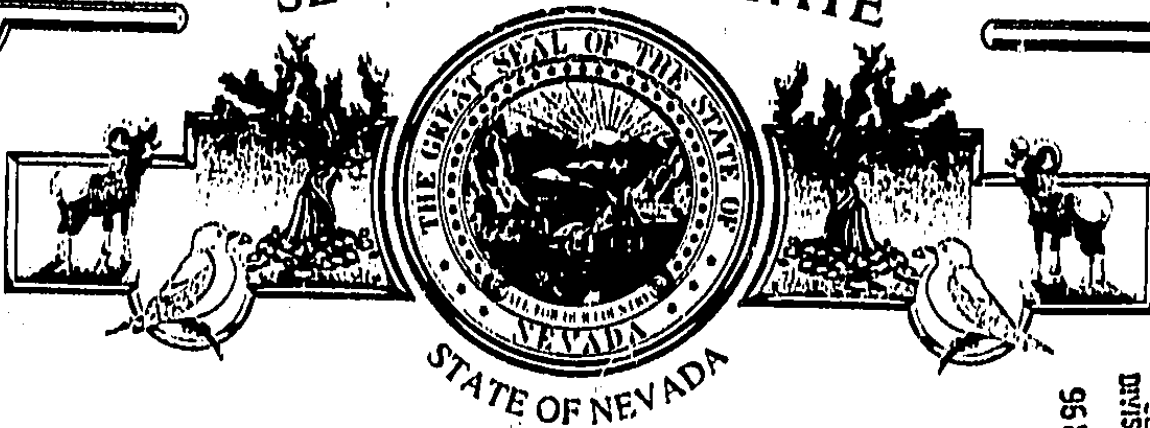
Registered agent's signature: Dennis J. Olle
Dennis J. Olle

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Allen C. Harper
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
Allen C. Harper

14. Chairman of the Board
(Name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 AM 9:41

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **FIRST AMERICAN RAILWAYS, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 30, 1996.



Dean Heller

Secretary of State

By

Linda Mayo

Certification Clerk

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

FUN TRAINS, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Fun Trains, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with

the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Ray Monteleone	3965 North 32nd Terrace Hollywood, Florida 33021

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

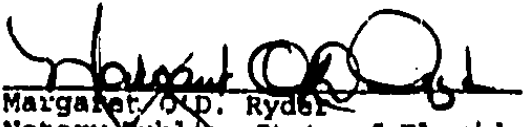
<u>Name</u>	<u>Address</u>
Dennis J. Olle	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131


Dennis J. Olle, Incorporator

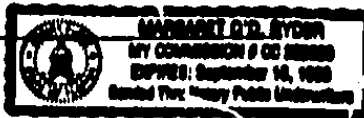
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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DIVISION OF CORPORATIONS
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The foregoing Articles of Incorporation of Fun Trains, Inc. were acknowledged before me this 2nd day of July, 1996, by Dennis J. Olle, as Incorporator, who is personally known to me.


Margaret D. Ryder
Notary Public, State of Florida

My Commission Expires:




(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Fun Trains, Inc. the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 2, 1996


Dennis J. Olle