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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: A TOY TRAIN & HOBBY SHOWCASE, INC.

AUDIT NUMBER.....H96000013860

DUC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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P.02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

ACE INDUSTRIES INC.

MIAMI, FL

SUBJECT: A TOY TRAIN & HOBBY SHOWCASE, INC.
REF: W96000021153

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6678.

Terri Buckley
Corporate Specialist

FAX Aud. #: W96000013860
Letter Number: 096A00045685

ARTICLES OF INCORPORATION

of A TOY TRAIN & HOBBY SHOWCASE, INC.
a ~~CORPORATION FOR PROFIT~~ formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: A TOY TRAIN & HOBBY SHOWCASE, INC.
Address of the Corporation: 1425 F MAIN STREET
DUNEDIN, FLORIDA 34698

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

1425 F MAIN STREET, DUNEDIN, FLORIDA 34698

and the name of the initial registered agent at such address is CARL F. EDSALL

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Carl F. Edsall

9/27/86

Signature of Registered Agent
CARL F. EDSALL

Date

Article 6: The board of directors are as follows:

The name and address of the initial Director: (All persons listed after the first are additional directors)

1. CARL F. EDSALL

FRANCES W. EDSALL

P.O. BOX 14121

P.O. BOX 14121

CLEARWATER, FL 34629

CLEARWATER, FL 34629

Article 7: The Name and address of the incorporator is:

CARL F. EDSALL

1425 F MAIN STREET

DUNEDIN, FL 34698

In witness whereof I have subscribed my name

Carl F. Edsall

Signature of Incorporator
CARL F. EDSALL