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April 30, 1997

VIA UPS

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

FLORIDA FUN-TRAIN, 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.

Please be advised that our client First American Railways, Inc., a Nevada corporation, authorized to do business in the State of Florida was issued a State of Florida Certificate of Registration of the Mark "Fun-Train" on behalf of such client on May 2, 1996 under document number F96000002274. Please also note that such Mark belongs to the aforementioned Nevada corporation and that First American Railways, Inc., a Nevada corporation is the sole shareholder of Fun Trains, Inc., a Florida corporation, who will in turn be the sole shareholder of the corporation being formed herein.

Please return the certified copy of the Articles to me in the enclosed prepaid UPS 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: William T. Nanovsky (w/enc)
1517001\L\F1aFunTr.Art

FILED
97 MAY -1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 5/5/97

ARTICLES OF INCORPORATION
OF
FLORIDA FUN-TRAIN, INC.

FILED
97 MAY -1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Florida Fun-Train, 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

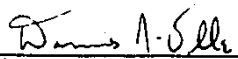
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Raymond Monteleone	3700 North 29th Avenue Suite 202 Hollywood, Florida 33020

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)

The foregoing Articles of Incorporation of Florida Fun-Train, Inc. were acknowledged before me this 30th day of April, 1997, by Dennis J. Olle, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida
Margaret O'D. Ryder

My Commission Expires: _____



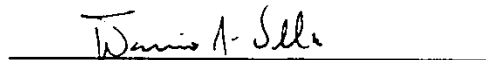
MY COMMISSION # CC555590 EXPIRES
September 15, 2000
BONDED THROUGH TRY FAIN INSURANCE, INC.

(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Florida Fun-Train, Inc. at 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: April 30, 1997


Dennis J. Olle

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FILED
97 MAY - 1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA