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July 29, 1997

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Division of Corporations, New Corporations
POB 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed are the Articles of Incorporation for
On Track Hobbies, Inc. and our check for \$122.50 for filing
fees and a certified copy of the articles and a certificate
of incorporation.

Please return the documents to:

Benjamin H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,

Ben

Ben H. Moore

FILED
97 JUL 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
8/4/97

ARTICLES OF INCORPORATION

On Track Hobbies, Inc.

FILED

97 JUL 30 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

On Track Hobbies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

410 Budleigh Salterton Close
Longwood, FL 32779

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares at a \$1.00 Par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Paul G. Santello
410 Budleigh Salterton Close
Longwood, FL 32779

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Paul G. Santello
410 Budleigh Salterton Close
Longwood, FL 32779

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 15th day of _____ June _____, 19 97 .



Signature

Signature

Signature

FILED
JUL 30 AM 9:37
OFFICE OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: On Track Hobbies, Inc.

2. The name and address of the registered agent and office is:

Paul G. Santello

(Name)

410 Budleigh Salterton Close

(P.O. Box not acceptable)

Longwood, FL 32779

(City/State/Zip)

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

6/15/97
(Date)