

P98000005796

January 14, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Phone 904/487-6052

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-01/20/98--01086--016
****122.50 ****122.50

SUBJECT: CHOO CHOO DX & GARDEN RAILWAY CO., INC.

To whom it may concern,

Enclosed is an original and one (1) copy of the articles of incorporation for the above captioned corporation, and a check in the amount of \$122.50.

Also enclosed you will find a completed UPS NEXT DAY Air bill, please return the articles of incorporation via this air bill.

Thanking you in advance for your attention to this matter.

FILED
98 JAN 20 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-20-98

ARTICLES OF INCORPORATION

OF

CHOO CHOO DX & GARDEN RAILWAY CO., INC.

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

ARTICLE I NAME

The name of the corporation shall be:

CHOO CHOO DX & GARDEN RAILWAY CO., INC

ARTICLE II PRINCIPAL OFFICE

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

1001 WEST CYPRESS CREEK ROAD

SUITE #414

FORT LAUDERDALE, FLORIDA 33309

ARTICLE III SHARES

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

SIXTY (60)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

FLOYD (SKIP) WILKENS

1001 WEST CYPRESS CREEK ROAD

SUITE #414

FORT LAUDERDALE, FLORIDA 33309

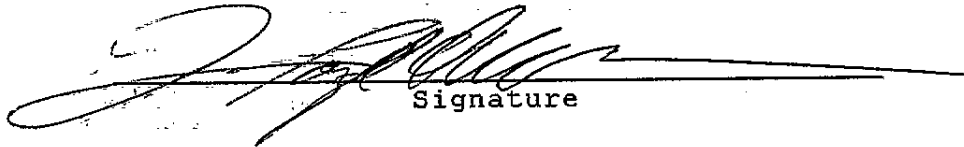
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

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

FLOYD (SKIP) WILKENSON
1001 WEST CYPRESS CREEK ROAD
SUITE #414
FORT LAUDERDALE, FLORIDA 33309

The undersigned incorporator has executed these Articles of Incorporation this 12 day of January, 1998.


Signature

**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: CHOO CHOO DX & GARDEN RAILWAY CO., INC.
2. The name and address of the registered agent and office is:

FLOYD (SKIP) WILKENSON
(Name)

1001 WEST CYPRESS CREEK ROAD #414
(Address/P.O. Box NOT acceptable)

FORT LAUDERDALE, FLORIDA 33309
(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)

(Date)

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