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CONTACT: RAY STORMONT FAX #: (305)541-3770
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NAME: INGRID'S MODEL TRAINS, INC.
AUDIT NUMBER.....H98000012787
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ARTICLES OF INCORPORATION

OF

INGRID'S MODEL TRAINS, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

INGRID'S MODEL TRAINS, INC.

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ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is retail and wholesale collector trains and accessories as well as any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

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Prepared by: May-Wong Chou, Esq., FB# 0008222
121 N. Osceola Avenue, Ste. 312, Clearwater, FL 33755, (727)461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 2,000 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Ingrid Tier Gorkiewicz- 2,000 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$2,000.00.

ARTICLE SIX

The corporation shall have the following Director:

Ingrid Tier Gorkiewicz, 1121 Druid Road, Bldg. 15, #10, Clearwater, FL 33756 - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1121 Druid Road, Bldg. 15, #10

Clearwater, Florida 33756

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ARTICLE EIGHT

The officers of the corporation shall be:

PRESIDENT: VICE-PRESIDENT
TREASURER; SECRETARY

Ingrid Tier Gorkiewicz, 1121 Druid, Bldg. 15, #10,
Clearwater, FL 33756

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Ingrid Tier Gorkiewicz
1121 Druid Road, Bldg. 15, #10
Clearwater, Florida 33756

ARTICLE TEN

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

Ingrid Tier Gorkiewicz- 1121 Druid Road, Bldg. 15, #10, Clearwater, FL 33756

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IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 8th day of July, 1998.

Ingrid Tier Gorkiewicz
Ingrid Tier Gorkiewicz

1121 Druid Road, Bldg. 15, #10
Clearwater, FL 33756

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, INGRID TIER GORKIEWICZ, hereby accept designation as Registered Agent on this 8th day of July, 1998.

Ingrid Tier Gorkiewicz
Ingrid Tier Gorkiewicz

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Clearwater, Florida 33756

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