

P98000 106854

SYFRETT LAW OFFICES

ATTORNEYS AT LAW

311 MAGNOLIA AVENUE
P.O. BOX 1186
PANAMA CITY, FLORIDA 32402-1186

DOUGLAS B. DYKES*
CLAYTON R. SYFRETT*

TEL: (904) 785-3408
FAX: (904) 872-8234

*ALSO ADMITTED IN ALABAMA

December 10, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314
850/488-9000

800002718598--4
-12/22/98--01030--001
*****122.50 *****78.75

RE: Articles of Incorporation for Train Network, Inc.

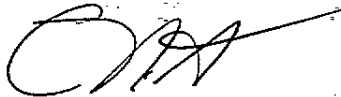
EFFECTIVE DATE
12-13-98

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and the cost for a certified copy. A self-addressed stamped envelope has been enclosed for your convenience in returning the certified copy to this office.

Thank you for your assistance in this matter. Please do not hesitate to contact this office at once if you have any questions or need any additional information.

Sincerely,




Clayton R. Syfrett

CRS:jb

Enclosures: Envelope
Check

FILED
98 DEC 22 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 28 1998


ARTICLES OF INCORPORATION
OF
TRAIN NETWORK, INC.

Article I - Name

The name of this corporation is TRAIN NETWORK, INC.

Article II - Address

The mailing address of the principal office of this corporation is 1815 W 15th Street, Panama City, FL 32401.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of par value common voting stock at One Dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

FILED
98 DEC 22 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE
12-15-98

**Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1815 W 15th Street, Panama City, FL 32401 and the name of the initial registered resident agent of this corporation at that address is JACK FEATHERSTONE.

Article IX - Initial Board of Directors and Officers

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director and officers of this corporation is as follows: JACK FEATHERSTONE, Director/President/Secretary/Vice-President/Treasurer.

Article X - Incorporator

The name and address of the person signing these Articles is: JACK FEATHERSTONE, 1815 W 15th Street, Panama City, FL 32401.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

| | |
|-------------------|--------------|
| JACK FEATHERSTONE | 1,000 SHARES |
|-------------------|--------------|

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

Article XVI - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XXI - Section 1244 Stock

The Board of Directors is authorized to issue "Section 1244" stock, as defined by Section 1244 of the Internal Revenue Code and the same may be amended from time to time.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of Dec., 1998.


JACK FEATHERSTONE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

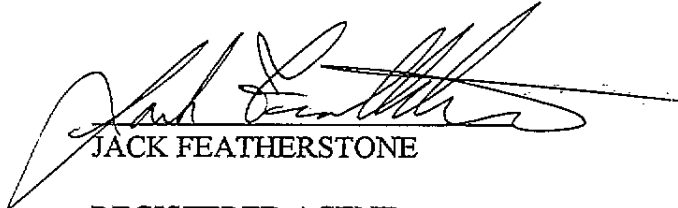
First, that TRAIN NETWORK, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City, State of Florida, has named JACK FEATHERSTONE, 1815 W 15th Street, Panama City, FL 32401 as its agent to accept service of process within Florida.


CORPORATE OFFICER

Title: President

Date 12-15-98

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JACK FEATHERSTONE
REGISTERED AGENT

Date 12/15/98

FILED
98 DEC 22 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA