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March 04, 1999

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****122.50 *****78.75

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Altamonte Pass & Railroad Museum, Inc.
300 Broadview Avenue
Altamonte Springs, FL 32701

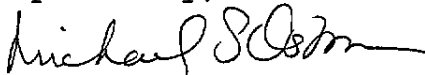
Gentlemen;

Please find enclosed the original and one copy of the Articles of Incorporation of the above captioned Florida Corporation as well as a check in the amount of \$ 122.50.

This payment represents the costs of the Filing Fees, Certified Copy of the Articles of Incorporation and the Registered Agent Designation Fee for the above captioned corporation.

Should I be able to provide you with any additional information please don't hesitate to contact me directly at (407) 396-8800.

Respectfully;



Michael S. Osborn
Accountant for the Above

cc: Jerry Selwyn
File

Dmc
3/18/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Altamonte Pass & Railroad Museum, Inc.

Article I

Name

The name of the corporation is Altamonte Pass & Railroad Museum,
Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

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

300 Broadview Avenue
Altamonte Springs, Florida 32701

Prepared by:
Michael S. Osborn
4646 West Irlo Bronson Memorial Highway
Kissimmee, FL. 34746
407-396-8800

Article V

Capital Stock

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4646 W. Irlo Bronson Memorial Hwy, Kissimmee, Florida 34746, and the name of the initial registered agent of this corporation at the address is Michael S. Osborn.

Article VII

Initial Board of Directors

This corporation shall have one 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 (1). The name and address of the initial directors of this corporation are:

Jerry Selwyn
President
300 Broadview Avenue
Altamonte Springs, Florida 32701

Diana Selwyn
Vice President
300 Broadview Avenue
Altamonte Springs, Florida 32701

Article VIII

Incorporators

The name and address of the person signing these Articles is:

Michael S. Osborn
4646 W. Irlo Bronson Memorial Hwy
Kissimmee, Florida 34746

Article IX

Powers

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisited standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has cases to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

this 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 shareholder(s) is subject to this reservation.

Article XII


Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provided that such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be
March 15, 1999.



Michael S. Osborn
Incorporator

Dated: 3/3/99

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Altamonte Pass Railroad Museum, Inc., a Florida corporation (the "Corporation"). In the foregoing Articles of Incorporation. I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to complete and proper performance of the duties of registered agent.

REGISTERED AGENT:
Michael S. Osborn

By: Michael S. Osborn