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A LAW OFFICE OF
Stewart Jacobson, P.A.

950 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020-6024

STEWART JACOBSON

TELEPHONE: (954) 922-3700
TELEFAX: (954) 920-7626
TOLL FREE: (877) 922-3700

September 16, 1999

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

800002996368--5
-09/24/99-01058-007
*****70.00 *****70.00

Re: Small Fry Choo-Choo West, Inc.
Our File No.: 3224C

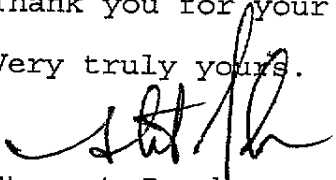
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above named corporation along with our check in the sum of \$70.00, and a pre-paid self-addressed, envelope.

Upon receipt of these items, please file the Articles of Incorporation and forward the copy, conformed, to this office.

Thank you for your prompt attention to this matter.

Very truly yours,


Stewart Jacobson

SJ:jm
Enclosures

FILED
99 SEP 24 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/28/99 T.R.

FILED

ARTICLES OF INCORPORATION

99 SEP 24 AM 11:46

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMALL FRY CHOO-CHOO WEST, INC.

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract hereby forms a corporation
under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

SMALL FRY CHOO-CHOO WEST, INC.

ARTICLE II

NATURE OF BUSINESS

That this corporation shall engage in any activity permitted
under the laws of the State of Florida and the United States of
America.

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is: 500 shares, One
Dollar (\$1.00) per share, par value, common stock.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin
business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 20241 N.E. 10th Court, North Miami Beach, Florida 33179.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTOR(S)

This corporation shall have four director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

ARTICLE VIII

INITIAL DIRECTOR(S)

The name(s) and post office address(es) of the member(s) of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Israel	20241 N.E. 10 Court North Miami Beach, FL 33170
Kathleen Israel	20241 N.E. 10 Court North Miami Beach, FL 33170
Craig Krummrich	116 Oceanview Drive Carpinteria, CA 93013
Sharon Krummrich	116 Oceanview Drive Carpinteria, CA 93013

ARTICLE IX

INCORPORATORS

The name(s) and post office address(es) of each of the incorporator(s) to these Articles of Incorporation is/are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
Robert Israel	100	20241 N.E. 10 Court North Miami Beach, FL 33170

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XI

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing with the Secretary of State.

ARTICLE XII

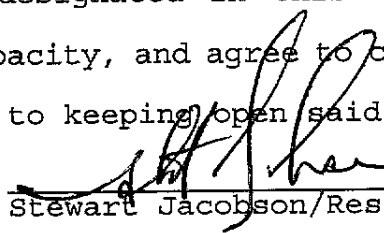
RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That **SMALL FRY CHOO-CHOO WEST, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation in the City of North Miami Beach, County of Dade, State of Florida, has named Stewart Jacobson, Esq., 950 So. Federal Highway, Hollywood, Florida 33020, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Stewart Jacobson/Resident Agent

IN WITNESS WHEREOF, the party to these Articles of Incorporation has hereunto set his hand and seal this 16 day of September, 1999.

Robert Israel
Robert Israel/Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared Robert Israel to me known to be the person(s) described as Incorporator in and who executed the foregoing Articles of Incorporation who acknowledged before me that he signed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16 day of September, 1999.

Stewart Jacobson
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



Stewart Jacobson
MY COMMISSION # CC766248 EXPIRES
November 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
99 SEP 24 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA