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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

CORRECTION
ON
ART. II

**FLORIDA PROFIT CORPORATION OR P.A.
INTERNATIONAL TROLLEY AND TRAIN MUSEUM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: International Trolley and Train Museum, Inc.

ARTICLE II PRINCIPLE OFFICE

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

8990 International Drive
ORLANDO, FL 32819

CORRECTION
← ORLANDO

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to issue at one time is: one-million (1,000,000).

"NOT FORT"
LAUDERDALE
(THANK YOU!)

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Thomas F. Gustafson
4901 N. Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

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ARTICLE VII INITIAL REGISTERED AGENT/ ADDRESS

The name and address of the initial registered agent is:

Joseph V. Priore
4901 N. Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

ARTICLE VII INCORPORATOR

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

Joseph V. Priore
4901 N. Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

The undersigned incorporator has executed these Articles of Incorporation this 4th day of November 1999.



JOSEPH V. PRIORE

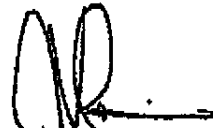
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is International Train and Trolley Museum, Inc.
2. The name and address of the registered agent is: Joseph V. Priore
4901 N. Federal Highway, Suite 440
Fort Lauderdale, FL 33308

HAVING BEEN NAMED AS REGISTERED AGENT 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.

11/04/99
Date

BY: 
JOSEPH V. PRIORE

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