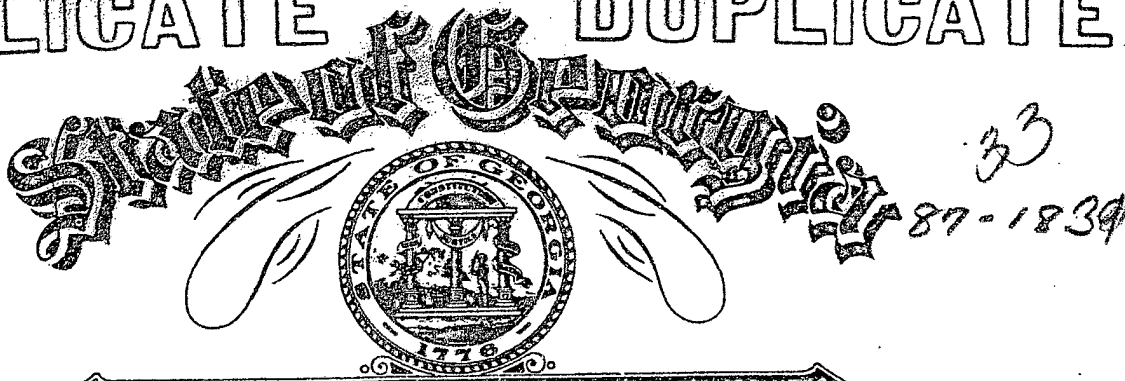


DUPLICATE DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"GEORGIA SOCIETY OF FERREQUINOLOGISTS, INC."

has been duly incorporated under the laws of the State of Georgia on the 12th day of November, 1986, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 12th day of November in the year of our Lord One Thousand Nine Hundred and Eighty six and of the Independence of the United States of America the Two Hundred and

Max Cleland

SECRETARY OF STATE CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION
OF
COBB COUNTY SOCIETY OF HERPETOLOGISTS, INC.
A GEORGIA CORPORATION

ARTICLE ONE

NAME

The name of the Corporation is COBB COUNTY SOCIETY OF HERPETOLOGISTS, INC., and is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the date of the filing of these articles by the Department of State.

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is formed is to bring into communication with each other all persons interested in any form of railroad, and to promote interest in all forms and scales of model railroading, and to do all things necessary and proper in order to bring about these goals.

ARTICLE FOUR

DIRECTORS

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the

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persons who are to serve as Directors until the first election thereof are as follows:

| Name | Address |
|----------------------------|--|
| CHARLES A. COLE | P. O. Box 732, Smyrna, Georgia 30081-0732; |
| MICHAEL T. FLEMING, | 3211 Lenox Ridge, N.W., Atlanta, Georgia 30339; and |
| LARRY K. SMITH, | 4362 Brandon Cove N.E., Marietta Georgia 30066. |

ARTICLE FIVE

ELECTION OF DIRECTORS

The manner in which the Directors of the Corporation are to be elected is to be specified in the Bylaws of the Corporation.

ARTICLE SIX

POWERS OF CORPORATION

The powers the Corporation may exercise pursuant to law are not to be limited.

ARTICLE SEVEN

REGISTERED OFFICE AND AGENTS

The initial registered office of the Corporation is located at 676 Cherokee Road S.E., Smyrna, Cobb County, Georgia. The name of the initial Registered Agent of the Corporation at said address is CHARLES A. COLE.

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ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator are: CHARLES A. COLE, Post Office Box 732, Smyrna, GA 30081.

ARTICLE NINE

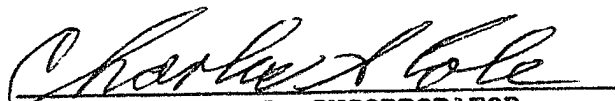
BYLAW PROVISIONS

The Bylaws of the Corporation shall govern the affairs of the Corporation.

ARTICLE TEN

No part of the income or profit of the Corporation shall be distributable to its members, directors, or officers.

IN WITNESS WHEREOF, I have subscribed my name, this 12th day of November 1986.


CHARLES A. COLE, INCORPORATOR

CHARLES A. COLE
Attorney at Law
676 Cherokee Road S.E.
Post Office Box 732
Smyrna, GA 30081-0732
Ph: (404) 436-2401

SECRETARY
OF STATE

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

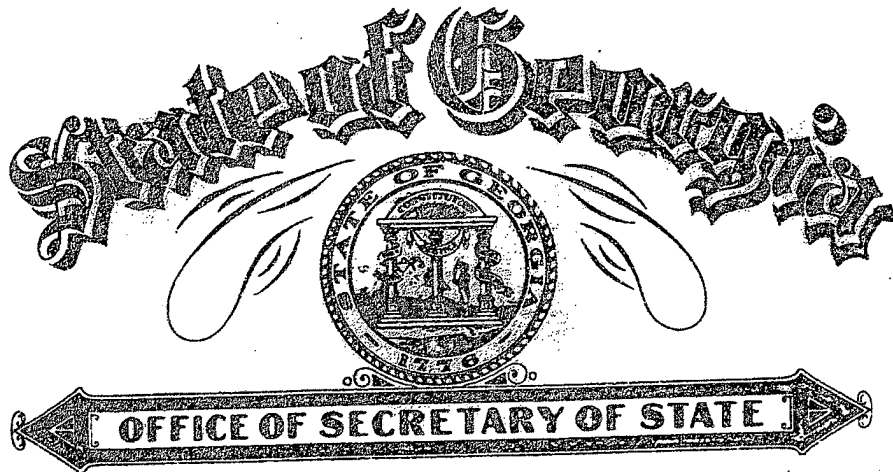
TO: Max Cleland
Secretary of State
Suite 306 West Tower
#2 Martin Luther King, Jr., Dr., S.E.
Atlanta, Georgia 30334

I, CHARLES A. COLE, do hereby consent to serve as Registered Agent for the corporation, COBB COUNTY SOCIETY OF FERRO-EQUINOLOGISTS, INC., with its initial office located at 676 Cherokee Road S.E., Smyrna, Georgia 30080, this 12th day of November 1986.



CHARLES A. COLE

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I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

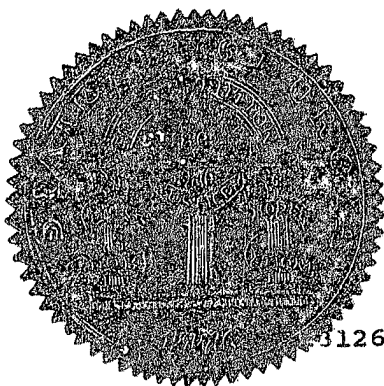
based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"GEORGIA SOCIETY OF FERREQUINOLOGISTS, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
20th day of August, in the year of our Lord
One Thousand Nine Hundred and Eighty Six and
of the Independence of the United States of America the Two
Hundred and Eleven.



Max Cleland

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS

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