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TALLAHASSEE, FL 32310-2607
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F96000004735

ACCOUNT NO. : 072100000032
REFERENCE : 085089 4803290
AUTHORIZATION :
COST LIMIT : \$78.75 *Patricia Perito*

ORDER DATE : September 13, 1996
ORDER TIME : 11:29 AM
ORDER NO. : 085089
CUSTOMER NO: 4803290

085089
SEP 13 1996

CUSTOMER: Fran La Vecchia, Legal Asst
Kramer Levin Naftalis Nessen
919 Third Ave. 41st Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: AUCTION FINANCE GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
96 SEP 13 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/16



SEP 13 1996
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1996

CSC NETWORKS
KAREN B. ROZAR

SUBJECT: AUCTION FINANCE GROUP, INC.
Ref. Number: W96000019396

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 996A00042732

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Auction Finance Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0680210
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 10, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 930 Washington Avenue
Miami Beach, Florida 33139
(Current mailing address)
8. short-term financing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Karen B. Raker

(Registered agent's signature)

Karen B. Raker, as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Steve Simon

Address: c/o Auction Finance Group, Inc.
930 Washington Avenue
Miami Beach, FL 33139

Director: Helen Porter

Address: c/o Auction Finance Group, Inc.
930 Washington Avenue
Miami Beach, FL 33139

B. OFFICERS

President: Steve Simon

Address: c/o Auction Finance Group, Inc.
930 Washington Avenue
Miami Beach, FL 33139

Vice President: Helen Porter

Address: c/o Auction Finance Group, Inc.
930 Washington Avenue
Miami Beach, FL 33139

Secretary: Helen Porter

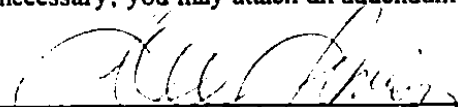
Address: c/o Auction Finance Group, Inc.
930 Washington Avenue
Miami Beach, FL 33139

Treasurer: _____

Address: _____

SECRETARY OF COMMERCE
TALLAHASSEE REGION
96 SEP 13 AM 10:01
FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

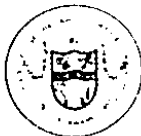
14. Steve Simon, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUCTION FINANCE GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
96 SEP 13 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2632636 8200

960263985

AUTHENTICATION 8100602

DATE: 09-12-96