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December 11, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/13/00--01078--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: HADRIAN'S AUCTION GALLERIES, INC.

Dear Sirs;

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these Articles.


A check for \$78.75 is enclosed. This represents payment for:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by a Registered Agent	\$ 35.00
Certified Copy	\$ 8.75

FILED  
00 DEC 13 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your prompt attention to this matter.

Very truly yours,

  
PETER E. KELLY

PEK/rak  
Enclosure

g/12/15

**ARTICLES OF INCORPORATION**  
**OF**  
**HADRIAN'S AUCTION GALLERIES, INC.**

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**Article 1. Name and Address.** The name of the Corporation is Hadrian's Auction Galleries, Inc. The principal office of the Corporation is:

1648 Periwinkle Way – Ste. A-1  
Sanibel, Florida 33957

The mailing address of the Corporation is:

1648 Periwinkle Way – Suite A-1  
Sanibel, Florida 33957

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00 DEC 13 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 2. Duration.** The duration of the Corporation is perpetual.

**Article 3. Purpose.** The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures and to deal in direct interests, partnership interests, shareholder interests and joint venture interests which represent shares in such property and to build or contract for the building of buildings and other structures on such property.

**Article 4. Shares.** The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock.

**Article 5. Limitation on Sale or Transfer of Shares.** Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

**Article 6. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 1648 Periwinkle Way – Suite A-1, Sanibel, Florida, and the name of its initial Registered Agent at that address is Peter E. Kelly.

**Article 7. Initial Board of Directors.** The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Roxanne A. Kelly	P.O. Box 891, Sanibel, Florida 33957
Peter E. Kelly	P.O. Box 891, Sanibel, Florida 33957

**Article 8. Incorporators.** The name and address of each Incorporator is as follows:

Roxanne A. Kelly	P.O. Box 891 Sanibel, Florida 33957
Peter E. Kelly	P.O. Box 891, Sanibel, Florida 33957

**Article 9. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11th day of December, 2000.

Roxanne A. Kelly  
Roxanne A. Kelly  
Peter E. Kelly  
Peter E. Kelly

STATE OF FLORIDA )  
                                  )ss  
COUNTY OF LEE     )

The foregoing instrument was acknowledged before me this 11 day of December, 2000, by Roxanne A. Kelly, who is personally known to me, or who has produced as identification and who did (did not) take an oath and by Peter E. Kelly, who is personally known to me, or who has produced as identification and who did (did not) take an oath

Darla J. Bezanson  
Notary Public  
**DARLA J. BEZANSON**

SEAL:

My Commission Expires:

Printed Name



Darla J. Bezanson  
MY COMMISSION # CC798432 EXPIRES  
December 20, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
00 DEC 13 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: December 11, 2000.

Peter E. Kelly  
Signature of Agent

PETER E. KELLY  
Printed Name