

PD 20000094520

August 16, 2002

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

200007422372--6
-08/29/02--01034--011
*****78.75 *****78.75

Subj: Incorporation of HOT ROD's AUCTIONEERING, INC.

Dear Sir:

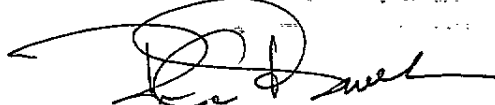
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Richard S. Muller

FILED
02 AUG 29 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 8/30

ARTICLES OF INCORPORATION

OF

HOT ROD'S AUCTIONEERING, INC.

ARTICLE I. NAME

The name of this corporation is

HOT ROD'S AUCTIONEERING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
02 AUG 29 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2214 New York, West Melbourne, Florida 32904, and the name of the initial registered agent of this Corporation at that address is RICHARD S. MULLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Joseph A. Pritchett
2214 New York
West Melbourne, Florida 32904

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2214 New York, West Melbourne, Florida 32904 and the mailing address of the corporation is 2214 New York, West Melbourne, Florida 32904.

ARTICLE IX. INCORPORATOR

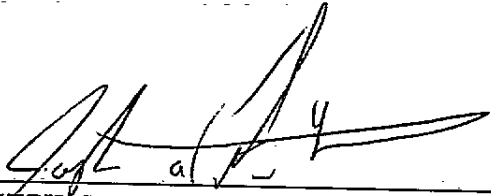
The name and address of the person signing these articles is:

Joseph A. Pritchett
2214 New York
West Melbourne, Florida 32904

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 16th day of August, 2002.

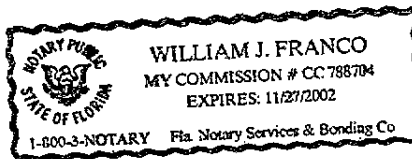

JOSEPH A. PRITCHETT

STATE OF FLORIDA
COUNTY OF BREVARD

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 JOSEPH A. PRITCHETT to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of August, 2002.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That HOT ROD'S AUCTIONEERING, INC., desiring to organize
under the laws of the State of Florida, with its principal office
at 2214 New York, West Melbourne, Brevard County, State of
Florida 32904 has named RICHARD S. MULLER, located at 2214 New
York, West Melbourne, Brevard County, State of Florida 32904 as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.



RICHARD S. MULLER
Registered Agent

FILED
02 AUG 29 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA