

ANDREW J. DECKER, III, P.A.
ATTORNEY AND COUNSELOR AT LAW

Bankruptcy Law
Wills and Estates
General Civil Practice
Family Trust Planning

320 White Avenue
Post Office Drawer 1288
Live Oak, Florida 32060
Telephone (904) 364-4440
Telecopier (904) 364-4508

P 9 8 0 0 0 0 9 6 1 3 6
November 6, 1998

Division of Corporations - New Filings Section
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of **GERALD E. PEPPER AUCTIONEERS, INC.**

Dear Sir:

100002683991--9
-11/10/98--01021--006
****122.50 ****78.75

Please find enclosed herewith the original Articles of Incorporation of **GERALD E. PEPPER AUCTIONEERS, INC.**, Certificate of Designation of Registered Agent and Registered Office, and my office account check in the amount of \$122.50 payable to the Florida Secretary of State to cover the cost of filing fees, certified copy of Articles of Incorporation and the registration fee for the certificate of Designation of Registered Agent.

Please file the Articles of Incorporation in accordance with your usual procedures and return to me a certified copy of the Articles of Incorporation.

It is my understanding that your office will mail a Corporation Annual Report to the responsible officer of **GERALD E. PEPPER AUCTIONEERS, INC.** between January 1 and May 1 of the next year. I have advised **GERALD E. PEPPER AUCTIONEERS, INC.**, and by a copy of this letter do confirm, that it must obtain a Federal Employer Identification Number (FEIN) and note said number of the Corporation Annual Report before it can be accepted by your office and filed.

If your office should have any questions regarding this transmittal or the accompanying enclosures, please do not hesitate to contact me at your earliest convenience.

Thank you for your courtesies and consideration.

Sincerely yours,



Andrew J. Decker, III

AJD, III:Hp

cc: **GERALD E. PEPPER AUCTIONEERS, INC.**
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:17

F. CHESSE

NOV 16 1998

ARTICLES OF INCORPORATION
OF
GERALD E. PEPPER AUCTIONEERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:17

The undersigned incorporator, for the purposes of forming a corporation under the provisions of Chapter 607, Florida Statutes, ("Florida Business Corporation Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: GERALD E. PEPPER AUCTIONEERS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be: Highway 441 North, Ellisville, Florida 32055, and the mailing address of the corporation shall be: Post Office Box 1715, Lake City, Florida 32056.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares having a par value of ONE AND 00/100 DOLLAR (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and registered office is: ANDREW J. DECKER, III, 320 White Avenue, Live Oak, Florida 32060.

ARTICLE V: INCORPORATOR

The name and address of the incorporator and subscriber to these articles of Incorporation is: ANDREW J. DECKER, III, 320 White Avenue, Post Office Drawer 1288, Live Oak, Florida 32064, ADDRESS2.

ARTICLE VI: DIRECTORS

The initial Board of Directors of the corporation shall consist of one director. The number of directors of the Board of Directors may be increased or decreased from time to time by changes to the corporate By-Laws but shall never be less than two (2). The names and addresses of the initial directors of the corporation shall be: GERALD E. PEPPER, Post Office Box 1715, Lake City, Florida 32056 and MARTHA J. WRIGHT, Post Office Box 1715, Lake City, Florida 32056.

The undersigned Incorporator has executed these Articles of Incorporation on this 6th day of November, 1998, at Live Oak, Suwannee County, Florida.


ANDREW J. DECKER, III

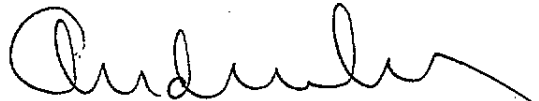
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the Corporation, GERALD E. PEPPER AUCTIONEERS, INC., organized and existing under the laws of the State of Florida, submits the following statement designating the registered agent and registered office in the State of Florida:

1. The name of the corporation is: GERALD E. PEPPER AUCTIONEERS, INC.

2. The name and address of the registered agent and registered office are as follows: ANDREW J. DECKER, III, 320 White Avenue, Live Oak, Florida 32060.

3. Having been named as registered agent to accept service of process for the Corporation, GERALD E. PEPPER AUCTIONEERS, INC., at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and discharge the duties and responsibilities as registered agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I further represent that I am familiar with and accept the obligations of my position as registered agent.



ANDREW J. DECKER, III
Registered Agent

A:\D635-98175-117

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:17