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FLORIDA/FOREIGN LIMITED LIABILITY CO.

THEAUCTIONHOUSEUSA.COM LLC

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EXAMINER

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EXAMINER

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**ARTICLES OF ORGANIZATION
FOR
THEAUCTIONHOUSEUSA.COM LLC,
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I.
NAME**

The name of the limited liability company is **THEAUCTIONHOUSEUSA.COM LLC** (the "Company").

**ARTICLE II.
ADDRESS**

The mailing address and the street address of the principal office of the Company is c/o William C. Guthrie, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801.

**ARTICLE III.
DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are F&L Corp., One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017.

**ARTICLE V.
MANAGEMENT**

The Company shall be a manager-managed company, and the manager of the Company shall be designated in accordance with the Operating Agreement of the Company. The name of the initial manager of the Company is Anthony McKay.

**ARTICLE VI.
OPERATING AGREEMENT**

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Dated this 31st day of July, 2009.



Michael Okaty, Authorized Representative

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JUL-31-09

10:45

From-Foley & Lardner

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ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Organization for **THEAUCTIONHOUSEUSA.COM LLC**, as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this 31st day of July, 2009.

REGISTERED AGENT:

F&L CORP.

By: _____

John A. Sanders, Authorized Agent

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