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ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG E. ROTHBURD

Telephone: (813) 251-8800
Telecopier: (813) 251-5042

June 20, 1997

Secretary of State
ATTN: Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002220573--3
-06/23/97--01166--003
***285.00 ***285.00

RE: FILING ARTICLES OF ORGANIZATION

Dear Sirs:

Enclosed, you will find the original and one copy of the Articles of Organization for Greater Bay Auto Auction, L.C., to be filed. I've also attached your fee for same in the amount of \$285.00.

Thank you for your assistance.

Very truly yours,

Robert K. Eddy, Esquire

RKE/dm

Enclosures

JUN 25

BSPB

JUN 23 PM 11:19

**ARTICLES OF ORGANIZATION
OF
GREATER BAY AUTO AUCTION, L.C.**

FILED
97 JUN 23 AM 11:19
TAMPA FLORIDA

ARTICLE I

NAME

The name of this Limited Liability Company is **GREATER BAY AUTO AUCTION,
L.C.**

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of Ten (10) years commencing on the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of operating an auto auction, as well as transacting any and all other lawful business as may be agreed upon from time to time by its members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 2909 N. 40th Street, Tampa, Florida, 33605.

The initial Registered Agent of the Limited Liability Company shall be Robert K. Eddy, 808 W. De Leon Street, Tampa, Florida, 33606.

ARTICLE V

CONTRIBUTION OF CAPITAL

The initial capital of this Limited Liability Company shall consist of cash in the amount of \$450,000.00.

The capital will be contributed by members in the following proportions:

Roger Hubbard	\$80,000.00
Stephen J. Bianchi	\$10,000.00
Mary Mohr	\$10,000.00
Dana Mecum Auctions, Inc.	\$25,000.00
Barbara Gardner	\$100,000.00
The Iskey Trust	\$225,000.00

No member shall be entitled to receive interest on his or her contribution to capital.

ARTICLE VI

MANAGEMENT OF BUSINESS

The management of this Limited Liability Company shall be vested in its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. Decisions shall be by a majority vote.

The names and addresses of the members of this Limited Liability Company are:

Roger Hubbard 919 Caparriccio Lane Apollo Beach, FL 33572	Stephen J. Bianchi 199 Brightwater Drive Clearwater Beach, FL 34630
Mary Mohr 6980 Ulmerton Road, #3-G Largo, FL 33771	Dana Mecum Auctions, Inc. 21906 West Grant Highway Marengo, IL
Barbara Gardner 18840 Gulf Blvd., Unit #1 Indian Shores, FL	The Iskey Trust 808 W. DeLeon Street Tampa, FL 33606

The names and addresses of the managing members of this Limited Liability Company are:

Roger Hubbard
919 Caparriccio Lane
Apollo Beach, FL 33572

Stephen J. Bianchi
199 Brightwater Drive
Clearwater Beach, FL 34630

Mary Mohr
6980 Ulmerton Road, #3-G
Largo, FL 33771

Barbara Gardner
18840 Gulf Blvd., Unit #1
Indian Shores, FL

ARTICLE VII

REGULATIONS

At the time of executing these Articles of Organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with the laws of the State of Florida or these articles. The power to alter, amend or repeal these regulations shall be vested in the members of this company as decided by a majority vote.

ARTICLE VIII

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred or assigned, voluntarily or involuntarily, only with the unanimous written consent of all the remaining members of the Limited Liability Company. The transferee of interest of any member shall have no right to participate in the management of the business and the affairs of the Limited Liability Company or to become a member without unanimous written consent of all of the remaining members. The transferee shall be entitled to receive only the share of profits or other compensation by way of income or return of contributions to which that member otherwise

would be entitled.

ARTICLE IX

PROFITS AND LOSSES

The members of this Limited Liability Company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his or her distributive share of the profits according to his or her pro rata contribution to capital and interest in the Limited Liability Company. Losses shall be passed through to each member in the same proportion according to his or her pro rata interest in the company.

ARTICLE X

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall cease doing business and its existence shall terminate unless the remaining members, by written unanimous consent, agree to the continuation of the business.

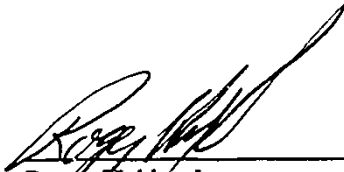
ARTICLE XI

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by the unanimous vote in interest of the members, and the amendments shall then be filed, with the Florida Department of State after being duly executed by each of the members of the Limited Liability Company. All members of the Limited Liability Company agree to abide by the unanimous decision and agree to execute such amendments for the purpose of filing them with the Florida Department of State.

IN WITNESS WHEREOF, Roger Hubbard, a member of Greater Bay Auto Auction,
L.C., has executed these Articles of Organization on this 20th day of
June, 1997.

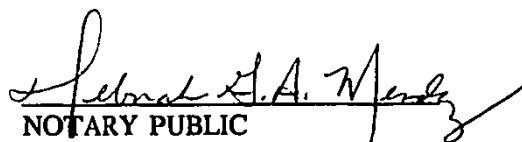
By:


Roger Hubbard

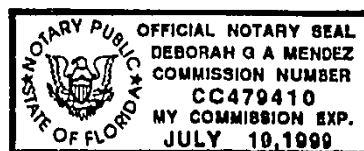
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 20th day of June, 1997,
personally appeared Roger Hubbard, to me well known to be the person(s) described in and who
executed the foregoing Articles of Organization, for the purposes stated therein, and that they
acknowledged to me that they executed the same freely and voluntarily.

THE FOREGOING instrument was acknowledged before me this 20th day of June
1997, who is personally known to me or who has produced a Driver's License as
identification.


NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT OF GREATER BAY AUTO AUCTION, L.C.
PURSUANT TO CHAPTER 608 FLORIDA STATUTES

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Roger Hubbard, who, being duly sworn and deposed states as follows:

1. That the Affiant is a member of Greater Bay Auto Auction, L.C., and he is familiar with the facts contained herein and is authorized to make this affidavit on its behalf.

2. Greater Bay Auto Auction, L.C. has at least six (6) members, all of whom are listed in the Articles of Organization, to wit:

Roger Hubbard	Stephen J. Bianchi
Mary Mohr	Dana Mecum Auctions, Inc.
Barbara Gardner	The Iskey Trust

3. The members of Greater Bay Auto Auction, L.C., have contributed cash to Greater Bay Auto Auction, L.C., and no other property, as set forth below:

Roger Hubbard	\$80,000.00
Stephen J. Bianchi	\$10,000.00
Mary Mohr	\$10,000.00
Dana Mecum Auctions, Inc.	\$25,000.00
Barbara Gardner	\$100,000.00
The Iskey Trust	\$225,000.00

FURTHER AFFIANT SAYETH NOT.

By: _____

Roger Hubbard

The foregoing instrument was sworn to and subscribed before me this 20th day of June, 1997, by Roger Hubbard. He is personally known to me or has produced Driver's License as identification and did take an oath.

NOTARY PUBLIC:

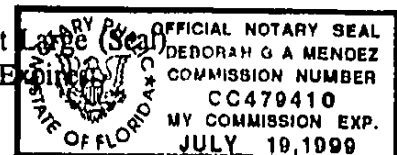
Sign _____

DEBORAH G. A. MENDEZ

Print

State of Florida at _____

My Commission Expires _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

GREATER BAY AUTO AUCTION, L.C., with its principal place of business at 2909 N. 40th Street, in the City of Tampa, County of Hillsborough, State of Florida, 33605, has named Robert K. Eddy, located at 808 W. De Leon Street, City of Tampa, County of Hillsborough, State of Florida, 33606, as its agent to accept service of process within the State of Florida.

GREATER BAY AUTO AUCTION, L.C.

By: _____

Roger Hubbard

Acknowledgment of Registered Agent and duties pursuant to Chapter 608, Florida Statutes.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 608, of the Florida Statutes, relative to keeping open the above office address for the purpose of service of process.

ROBERT K. EDDY

DATE: 6/20/97