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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE

02-18-00

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Free Auction USA, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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EFFECTIVE DATE

02-18-00

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Free Auction USA, Inc.

Article II. Address

The Corporation's mailing address is:
Free Auction USA, Inc.
5501 Eagle Lake Drive
Palm Beach Gardens FL 33418

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
David B. Havanich, Jr.
John B. Rosa III

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

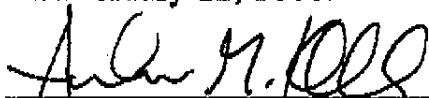
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 18, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 22, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.

Andreas M. Kelly Vice President

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

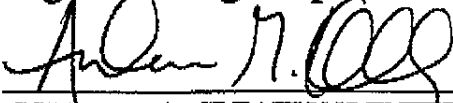
CORPORATION:

Free Auction USA, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.
Andreas M. Kelly, Vice President

Date: February 22, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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