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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 816192 4310537

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 78.75

00 AUG 31 PM 1:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : August 30, 2000

ORDER TIME : 9:46 AM

ORDER NO. : 816192-005

CUSTOMER NO: 4310537

CUSTOMER: Mark Cooper, Esq
O'Neill Chapin Marks Liebman
Cooper & Carr
Suite 865
200 East Robinson Street
Orlando, FL 32801

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DOMESTIC FILING

NAME: AUCTION WORLD INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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J. P. H.

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ARTICLES OF INCORPORATION
OF
AUCTION WORLD INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AUCTION WORLD INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 112 Trafalgar Place, Longwood, Florida 32779, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 200 East Robinson Street, Suite 865, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Mark O. Cooper.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Howard C. Richmond	112 Trafalgar Place
Dir./Pres.	Longwood, Florida 32779

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on August 31, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap


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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Mark O. Cooper, having a business office address of 200 E. Robinson St., Suite 865, Orlando, Florida 32801, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MARK O. COOPER, ESQUIRE
O'NEILL, CHAPIN
LIEBMAN & COOPER, P.A.
200 E. Robinson St., Suite 865
Orlando, FL 32801
(407) 425-2751