

PO1000084199

FILED

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

01 AUG 24 AM 9:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: R.S.Auction House, Inc.  
(Proposed corporate name-must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

(X) 78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Roy Spielman  
Name(Printed or typed)  
1755 19th Place SW  
Address  
Vero Beach, FL 32962  
City, State  
(561) 778-2833  
Day time Telephone number

200004555592--5  
-08/24/01--01071--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

4  
Copy  
8/27/01

**FILED**

01 AUG 24 AM 9:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**R.S AUCTION HOUSE,INC**

**ARTICLE 1-NAME**

The name of the corporation shall be: R.S. AUCTION HOUSE,INC.

**ARTICLE 11-DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE 111-PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business not prohibited by chapter 607,Florida statutes,as the same may be from time to time amended.

**ARTICLE 1V-CAPITAL STOCK**

The amount of capital stock authorized for the corporation is a maximum of one thousand(1,000) shares of common stock having a par value of One Dollar(1.00) per share and which shall be issued as fully paid and non assessable.The stock of this corporation shall be so assigned,issued,and transfered only in accordance with such By-Laws as the corporation shall from time to time make,change or alter with a lien reserved in favor of the corporation upon all of it's capital stock for the indebtndness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent and the initial registered office of this corporation are:Richard Bass,6704 Brookline Ave,Ft.Pierce,FI 34951.

**ARTICLE V1-PRINCIPLE OFFICE**

The principle office and mailing address of the corporation is:

690 4TH PLACE  
VERO BEACH,FL 32962

**ARTICLE V11-INITIAL BOARD OF DIRECTORS**

The number of Directors of this corporation shall be not less than one(1) nor more than five(5).The names and addresses of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Roy Spielman President	1755 19th Place SW Vero Beach,FI 32962
Ellen M Spielman Vice President/Treasurer	1755 19th Place SW Vero Beach,FI 32962

**ARTICLE V111-INCORPORATION**

The name and address of the person signing these articles are:

Roy Spielman,1755 19th Place SW,Vero Beach,FI 32962

**ARTICLE 1X-RESTRICTIONS ON TRANSFERS**

No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless the and until the Secretary of the corporation registers such a change of legal or benefical ownership or interest,as the case may be,in the corporate records.The secretary shall not register any such transfer unless and until either:(1) Stockholders of 51% of the voting stock of the corporation approve such a transfer in witting,or(2) the proposed transferee furnishes an opinion letter of counsel,in form and

substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in a Sub Chapter S Corporation ("S-CORPORATION"), under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporations election to be a S-CORPORATION".

IN WITNESS WHEREOF, the undersigned subscribers have executed these ARTICLES OF INCORPORATION, this 21<sup>st</sup> day of August, 2001.

Charles Chullette  
Witness

Tammy Hirschman  
Witness

Roy Spielman  
Roy Spielman, President

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

R.S. AUCTION HOUSE, INC.

---

2. The name and address of the registered agent and office is:

ROY SPIELMAN

---

(Name)

1755 19th PLACE SW

---

(P.O. Box NOT acceptable)

VERO BEACH, FL 32962

---

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Signature

8/29/01  
Date