

TRANSMITTAL LETTER  
P01000115138

FILED  
01 DEC -3 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: Lipscomb Graham Auction Company, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004701930--2  
-12/03/01--01040--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                & Certificate of  
                                Status  
ADDITIONAL COPY REQUIRED

FROM: M. Richard Sapir, Esq.  
Name (Printed or typed)

777 S. Flagler Drive., Suite 900 - West Tower  
Address

West Palm Beach, FL 33401  
City, State & Zip

(561) 802-3230  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN DEC - 5 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**LIPSCOMB GRAHAM AUCTION COMPANY, INC.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**  
**Name**

The name of the corporation is LIPSCOMB GRAHAM AUCTION COMPANY, INC..

**ARTICLE II**  
**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is .

721 U.S. Highway One  
Suite 101  
North Palm Beach, FL 33408

**ARTICLE III**  
**Purpose / Nature of Business**

Auctioneers

**ARTICLE IV**  
**Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

**ARTICLE V**  
**INITIAL OFFICES/DIRECTORS**

The corporation initially shall have director, whose name and address :

Margaret Berkoff  
2146 Ardley Road  
Juno Isles, FL 33408

Donald B. Lipscomb  
733 New York Street  
West Palm Beach, FL 33401

**ARTICLE VI**  
**Initial Registered Agent and Office**

The street address of its initial registered office is , and the name of its initial registered agent at that address is:

M. Richard Sapir, Esq.  
Kaye Scholer, LLP  
777 S. Flagler Drive  
Suite 900 - West Tower  
West Palm Beach, FL 33401

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator are:

Margaret Berkoff  
2146 Ardley Road  
Juno Isles, FL 33408

**ARTICLE VIII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

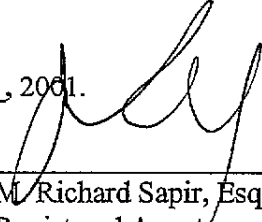
Dated this day of Nov. 30, 2001.

  
\_\_\_\_\_  
Margaret Berkoff, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30 day of Nov, 2001.

  
\_\_\_\_\_  
M. Richard Sapir, Esq.  
Registered Agent

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