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January 2, 2002

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **International Liquidation Services, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **International Liquidation Services, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,


STEPHEN C. BOOTH

/klo
Enclosures

FILED
02 JAN -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL LIQUIDATION SERVICES, INC.

FILED
02 JAN -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **INTERNATIONAL LIQUIDATION SERVICES, INC.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 1300 Lori Drive, Spring Hill, FL 34606 and the address of the initial registered office of this corporation is 1300 Lori Drive, Spring Hill, FL 34606 and the name of the initial registered agent at that address is Terry Wenzel, 6424 Saltwater Boulevard, Hudson,, FL 34667.

ARTICLE VI.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

Terry Wenzel, 6424 Saltwater Boulevard, Hudson, FL 34667
Patrick Scott, 1300 Lori Drive, Spring Hill, FL 34606

ARTICLE VII.

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE VIII.

The names and addresses of the persons signing these Articles are as follows: Terry Wenzel, 6424 Saltwater Boulevard, Hudson, FL 34667 and Patrick Scott, 1300 Lori Drive, Spring Hill, FL 34606.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of January, 2002.


Terry Wenzel


Patrick Scott


IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.

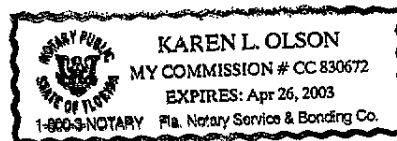

Terry Wenzel, as Registered Agent

FILED
02 JAN -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
COUNTY OF PASCO :

The foregoing instrument was acknowledged before me this 2nd day of January, 2002, by Terry Wenzel and Patrick Scott, who are personally known to me or who have produced The drivers licenses / Photo ID as appropriate identification and who did not take an oath.


Notary Public



THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105