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: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone

: (305)634-3694

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FLORIDA PROFIT CORPORATION OR P.A.

SOUTHEAST AUCTIONS, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE DIVISION OF CORPORATIONS

<u>of</u>

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SOUTHEAST AUCTIONS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is SOUTHEAST AUCTIONS, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1901 South Congress Ave. Suite 120. Boynton Beach, Florida 33426, and the name of the initial registered agent is: William R. Merkle.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of the corporation shall be 6416 Terra Rosa Circle, Boca Raton, Florida 33437.

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ARTICLE VII. DIRECTORS

The names and addresses of the Officers and Directors of this corporation are:

COrboration and		
NAME	ADDRRESS	OFFICE
Richard A. Bourne	6416 Terra Rosa Circle Boca Raton, FL 33437	President/Director Treasurer
Daniel J. Perry	502 Osprey Drive #17B Delray Beach, FL 33444	Vice President/ Director

Ronald DeMartino 859 Fast Jeffrey Street Secretary/
Apartment 715
Boca Raton, FL 33487

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME

<u>ADDRESS</u>

Richard A. Bourne

6416 Terra Rosa Circle Boca Raton, FL 33437

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of January, 2002.

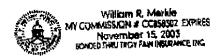
Richard A. Bourne

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STATE OF FLORIDA S5: COUNTY OF PALM BEACH)

On this 9th day of January, 2002, before me, the undersigned officer, personally appeared Richard A. Bourne known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official



Mer ale William R. Merkle NOTARY PUBLIC, STATE OF FLORIDA AT LARGE Vpersonally known to me Or produced identification:

STATE OF FLORIDA SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within this State, naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

NAME OF CORPORATION

The following is submitted, in compliance with Chapter 48.091,

SOUTHEAST AUCTIONS, Inc., a corporation organized under the laws of Florida Statutes: the State of Florida, with its principal office at 6416 Santa Rosa Circle, Boca Raton, FL 33437, has named William R. Merkle, as its agent to accept service of process within this State at its registered office at 1901 South Congress Ave, Suite 120, Boynton Beach, Florida 33426. DATED: January 9th, 2002.

BY: Richard A. Bourne, As President

ACCEPTANCE AND ACRNOWLEDGMENT:

I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours: to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Dated: January 9th, 2002.

William R. Merkle, Registered Agent

> SECRETARY OF STATE DIVISION OF CORPORATIONS

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