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Florida Department of State
Division of Corporations
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auction warehouse of boca raton, inc.

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ARTICLES OF INCORPORATION

OF

AUCTION WAREHOUSE OF BOCA RATON, INC.

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**ARTICLE I
NAME**

The name of the corporation shall be:

AUCTION WAREHOUSE OF BOCA RATON, INC.

**ARTICLE II
PRINCIPLE PLACE OF BUSINESS**

The principal place of business and the mailing address of this corporation shall be:

6353 West Roger Circle, Unit 1
Boca Raton, FL 33487

**ARTICLE III
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Article of Incorporation with the Department of State of Florida.

**ARTICLE IV
PURPOSE (S)**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue 10,000,000 shares of \$1.00 par value common stock and 1,000,000 of preferred shares.

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**ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be require to constitute a quorum at a meeting of shareholders.

**ARTICLE VII
LIMITATION OF CORPORATION POWERS**

The corporate powers of this corporation are as provided in section 617, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and street address of initial registered agent is:

Vicky Cobasco
6353 W. Roger Circle, Unit 1
Boca Raton, FL 33487

**ARTICLE IX
INCORPORATORS**

The names(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Marisin Barnes
6353 W. Roger Circle, Unit 1
Boca Raton, FL 33487

Mike Cobasco
6353 W. Roger Circle, Unit 1
Boca Raton, FL 33487

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

This corporation shall have two director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Marisin Barnes
6353 W. Roger Circle, Unit 1
Boca Raton, FL 33487

Mike Cobasco
6353 W. Roger Circle, Unit 1
Boca Raton, FL 33487

**ARTICLE XI
INDEMNIFICATION**


The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII
LIMITATIONS ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the company's officers, directors, or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as a required to most fully give legal effect to its intent.

The undersigned incorporator(s) has (have) executed these articles of incorporation this 7 day of May, 2002.

Signature(s) of the incorporator(s):

 Marisin Barnes, President

Mike Cobasco
Vicky Cobasco

Mike Cobasco, Director

Vicky Cobasco, Treasurer, Secretary

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

Pursuant to the provisions of sections 607.0501, 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: Auction Warehouse of Boca Raton, Inc.
2. The name of the address of the registered agent and office is:

Vicky Cobasco
 6353 W. Roger Circle, Unit 1
 Boca Raton, FL 33487

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: Vicky Cobasco

DATE: 5/23/02

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