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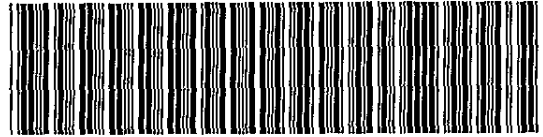
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STATE
DIVISIONS
TALLAHASSEE FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 916638 9029A

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ 70,000

ORDER DATE : February 3, 2003

ORDER TIME : 10:20 AM

ORDER NO. : 916638-010

CUSTOMER NO: 9029A

CUSTOMER: Ms. Lorraine Vanella
Frank Weinberg & Black, Pl

7805 Sw 6th Court

Plantation, FL 33324

DOMESTIC FILING

NAME: AUCTION HOLDINGS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
AUCTION HOLDINGS CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: AUCTION HOLDINGS CORP.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 7805 SW 6 Court, Plantation, Florida 33324, and the initial registered agent of the corporation at that address is Steven W. Deutsch, Esquire.

ARTICLE V

The principal office of the corporation is located at: 622 Banyan Trail, Boca Raton, Florida 33481, and the mailing address of the corporation 622 Banyan Trail, Boca Raton, Florida 33481.

ARTICLE VI

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified are:

<u>Name</u>	<u>Address</u>
Louis S. Weltman	622 Banyan Trail Boca Raton, Florida 33431
Michael Cobosco	11 SE Third Street Boca Raton, Florida 33432

ARTICLE VII

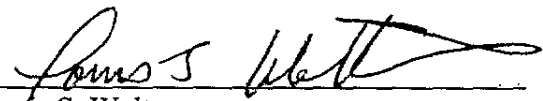
The name and street address of each incorporator signing these articles are:

<u>Name</u>	<u>Address</u>
Louis S. Weltman	622 Banyan Trail Boca Raton, Florida 33431

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Plant City, Florida, this 31st day of January, 2003.



Louis S. Weltman
Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

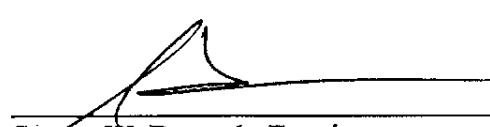
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

AUCTION HOLDINGS CORP., desiring to organize under the laws of the State of Florida, hereby designates Steven W. Deutsch, Esquire its registered agent and 7805 SW 6 Court, Plantation, Florida 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Steven W. Deutsch, Esquire
(Registered Agent)

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