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MARIO G. DE MENDOZA, III, P.A.

ATTORNEY AT LAW

12765 FOREST HILL BOULEVARD

SUITE 1302

WELLINGTON, FLORIDA 33414

TELEPHONE: (561) 659-1111

TELEFAX: (561) 784-2933

E-MAIL: office@pblaw.us

June 8, 2004

VIA FEDEX

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

**Re: AuktionMaster Inc.
Our File No. 5508**

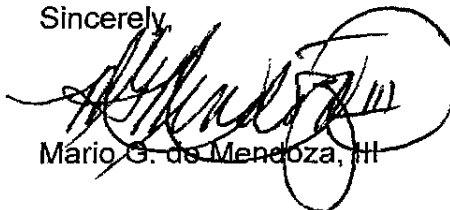
Dear sir or madam:

Enclosed herewith to be filed with your office are the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ <u>8.75</u>
TOTAL:	<u>\$ 78.75</u>

Thank you for your cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII/dw

Enclosures

F:\CORPSAuktionMaster Inc\Dept of State ltr to file Articles OFN 5508 on 6.8.04.wpd

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5508
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TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
AuktionMaster Inc.

Article I - Name

The name of this corporation is AuktionMaster Inc.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 12765 Forest Hill Boulevard, Suite 1302, Wellington, Florida 33414. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, P.A.

Article VII - Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The names of the initial directors of this corporation are:

Björn Müller
Joscha Dzielak
Sascha Schröder

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Mario G. de Mendoza, III
Mario G. de Mendoza, III, P.A.
12765 Forest Hill Boulevard, Suite 1302
Wellington, Florida 33414

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of June, 2004.



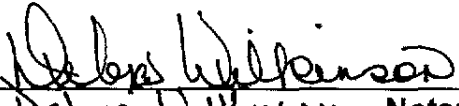
Mario G. de Mendoza, III, Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared **Mario G. de Mendoza, III**, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of June, 2004.

(NOTARY SEAL)



Debra Wilkinson, Notary Public
Commission No.: CC 998129
Commission Expires: 3-22-05



Debra Wilkinson
MY COMMISSION # CC998129 EXPIRES
March 22, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT: AuktionMaster Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at Village of Wellington, State of
Florida, has named Mario G. de Mendoza, III, P.A., located at 12765 Forest Hill Blvd., Suite
1302, Wellington, Florida 33414, as its agent to accept service of process within Florida.

AuktionMaster Inc.

SIGNATURE: _____

Mario G. de Mendoza, III

TITLE: Secretary

DATE: June 7, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

MARIO G. de MENDOZA, III, P.A.,
a Florida corporation

SIGNATURE: _____

Mario G. de Mendoza, III,
President

DATE: June 7, 2004

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