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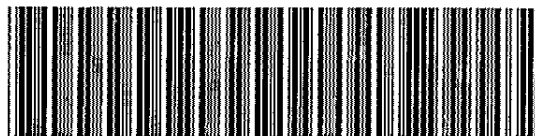
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V. Ingram
8/8/05

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Auction Fellas, Inc.

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
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☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier

Signature _____

Requested by: _____

Name

Date

Time

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ARTICLES OF INCORPORATION

OF

AUCTIONFELLAS, INC.

FILED

05 FEB -7 PM 4:02

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

1.01 Name and Address. The name and address of the corporation is AUCTION FELLAS, INC. whose address is 5239 Micco Drive, Orlando, Florida 32839.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 100 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for

or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders.

This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation are Mark Pham and Gary Jones, 5239 Micco Drive, Orlando, Florida 32839.

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is Mark Pham, 5239 Micco Drive, Orlando, Florida 32839. The address of the Corporation is 5239 Micco Drive, Orlando, Florida 32839.

ARTICLE IX

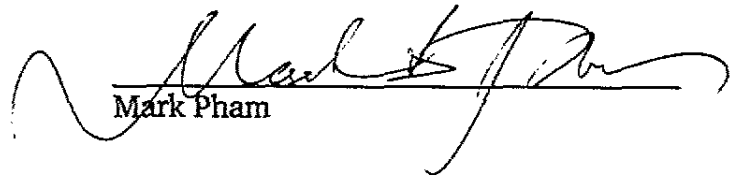
9.01 Incorporator. The name and address of the person signing these Articles is Mark Pham, 5239 Micco Drive, Orlando, Florida 32839.

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as

described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this ____ day of 1/27, 2005.


Mark Pham

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 27th day of January, 2005, by Mark Pham, who is (a) ____ personally known to me or (b) L produced a driver license as identification.

Notary stamp or seal

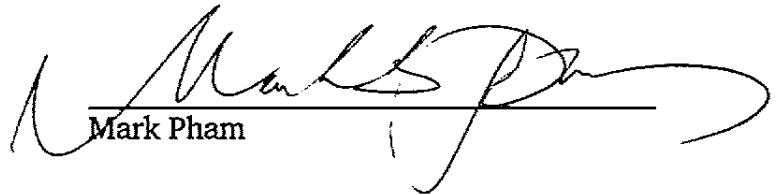

Notary Public



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Mark Pham whose address is 5239 Micco Drive, Orlando, Florida 32839, the initial registered agent named in the Articles of Incorporation to accept service of process for AUCTIONFELLAS, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated 1/27, 2005


Mark Pham

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TALLAHASSEE, FLORIDA