

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Master No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

JAN 18 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY See \_\_\_\_\_

WALK-IN Will Pick Up 1-18 11a

RE: Harlem, Inc

95 JAN 18 1995

C.C. FEE. DISBURSED

Capital Express™		
A. of Co. File		
Corp. Income Statement		
Id. of Corp. Officer		
Foreign Corp. Info		
( ) Cert. Copy(s)		
Air of Amend. File	****122.50	****122.50
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( ) _____		
Top Priority		
Express Mail Prep.		
FAX ( ) _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**HAFAM, INC.**

FILED  
25 JAN 18 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is HAFAM, INC.

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the following purposes:

- A. To own and operate an international auction market.
- B. To transact any and all lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.
- D. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV**  
**POWERS**

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

**ARTICLE V  
CAPITAL STOCK**

A. The corporation is authorized to issue 3,000 shares of \$1.00 par value common stock, which shall be designated at "common shares".

B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI  
ADDRESS**

The initial street address of the principal and registered office of this corporation is 2461 N.W. 67th Avenue, Building 700, Suite A260, P.O. Box 590943 Airport Mail Center, Miami, Florida 33159-0943 and the name of the initial registered agent of this corporation is Maurice Shams. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII  
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of one or more persons. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

Brian G. Friedman  
2461 N.W. 67th Avenue  
Building 700, Suite A260  
Miami, FL 33159-0943

J.W. (Hans) Maarschalk  
Domein Elkendaal C-4  
Vriesdonklei 26  
2130 Brasschaat, Belgium

**ARTICLE IX  
INCORPORATORS**

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

Maurice Shams  
111 N. Orange Avenue, Suite 900  
Orlando, Florida 32801

**ARTICLE X  
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

J. W. (Hans) Maarschalk	Chairman of the Board of Directors
Brian G. Frolodman	President, Secretary & Treasurer

**ARTICLE XI  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

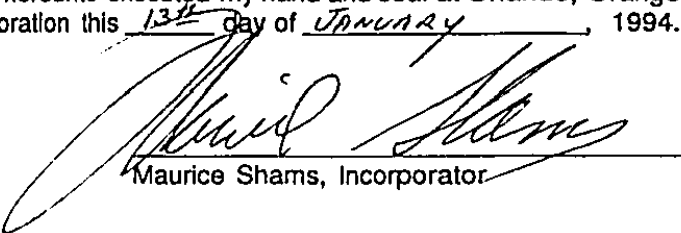
**ARTICLE XII  
MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

**ARTICLE XIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Orange County, Florida, these Articles of Incorporation this 13<sup>th</sup> day of JANUARY, 1994.

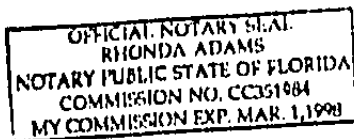
  
Maurice Shams, Incorporator


STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 1995,  
by Maurice Shams, who:

☒ Is personally known to me; OR  
☐ produced \_\_\_\_\_ as identification.



  
Rhonda Adams  
(Name: printed, typed or stamped)  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.

   
Maurice Shams  
Registered Agent