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FILED

95 JAN 26 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DON CONNOLLY
1515 Sakura Road
Valrico, FL 33594

January 25, 1995

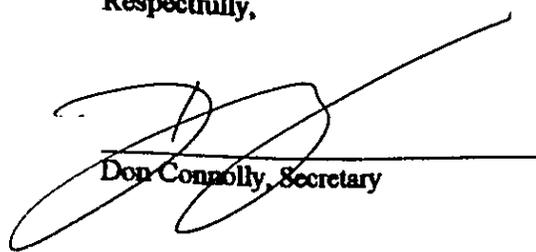
Secretary of State
Division of Corporations / New Filings
409 E. Gains St.
Tallahassee, FL 32399

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation on DON CONNOLLY AUCTIONEERS, INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50, which includes the statutory filing fee. Your assistance in establishing the corporation to be known as DON CONNOLLY AUCTIONEERS, INC. is appreciated.

Respectfully,



Don Connolly, Secretary

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ARTICLES OF INCORPORATION
OF
DON CONNOLLY AUCTIONEERS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is DON CONNOLLY AUCTIONEERS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 7,500 of the par value of one dollar (\$ 1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$ 1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1515 Sakura Road, Valrico, FL 33594, and the name of its registered agent at such address is Don Connolly. Its principle office is 1515 Sakura Road, Valrico, FL 33594.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person to serve as the director until the first annual meeting of the shareholders, or until successors are elected or qualified, is:

Don Connolly
1515 Sakura Road
Valrico, FL 33594

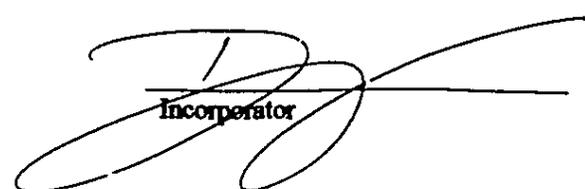
ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Don Connolly
1515 Sakura Road
Valrico, FL 33594


Incorporator

ARTICLE TEN

The powers of the incorporator cease upon the filing of the Articles of Incorporation.

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HILLSBOROUGH COUNTY FLORIDA

STATE OF FLORIDA)) SS:
HILLSBOROUGH COUNTY)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Don Connolly and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed these Articles of Incorporation.

DLIC 540-163-58-027
acknowledged before me on the 25th day of Jan, 1995.

Notary Public

My commission expires:



MARIE PERRELLA
My Commission CC286420
Expires May. 13, 1997
Bonded by ANB
800-852-5878

Marie Perrella 1/25/95

PK

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I hereby accept the appointment as the initial Registered Agent of Don Connolly Auctioneers, Inc.

By: *[Signature]*
Date: 1/25/95