

P950000-42540

EDWARD E. HEDSTROM

ATTORNEY AT LAW

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May 23, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

IN RE: Pinnacle Auction, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for Pinnacle Auction, Inc., together with a check in the amount of \$122.50 for filing. Please send me a certified copy at your earliest convenience.

Sincerely yours,



Edward E. Hedstrom

EEH/cw

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PINNACLE AUCTION, INC.

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95 MAY 25 11:11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is PINNACLE AUCTION, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually from the date of filing of the Articles of Incorporation by the Department of State or until dissolved according to law.

ARTICLE III. PURPOSE

The general nature and purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office and principal office is 1890 County Road 308, Crescent City, Florida 32112, and the mailing address of the corporation is P.O. Box 64, Crescent City, Florida 32112, and the name of its initial registered agent at that address is JOSEPH FRAKES.

ARTICLE VI. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This corporation shall not have a Board of Directors. All corporate matters shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VII. INCORPORATORS


The name and residence of the Incorporators to these Articles are:

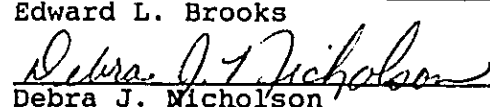
Edward L. Brooks	P.O. Box 204 Palatka, FL 32178
Debra J. Nicholson	Route 2, Box 141 Crescent City, FL 32112
Joseph Frakes	P.O. Box 64 Crescent City, FL 32112

ARTICLE VIII. AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 23rd day of May, 1995.


Edward L. Brooks


Debra J. Nicholson


Joseph Frakes

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared EDWARD L. BROOKS, DEBRA J. NICHOLSON and JOSEPH FRANKS, to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 23rd day of May, 1995.

Valery E. Leonard
Notary Public
My Commission expires 1-25-96



VALERY E. LEONARD
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires Jan. 25, 1996
Commission No. CC175661

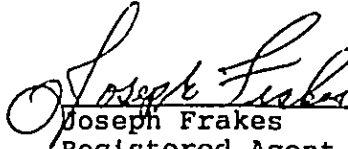
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That PINNACLE AUCTION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Crescent City, County of Putnam, and State of Florida, has named JOSEPH FRAKES as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping upon said office.



Joseph Frakes
Registered Agent

FILED
95 MAY 25 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA