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JOSEPH M. RIPLEY, JR., P. A.

ATTORNEY AND COUNSELOR AT LAW  
5515 PHILLIPS HIGHWAY  
JACKSONVILLE, FLORIDA 32207

JOSEPH M. RIPLEY, JR.  
ADM. FLA. SP. CT. 1983  
ADM. U. S. SP. CT. 1976

WAYNE E. RIPLEY  
(1907-1979)

PARALEGAL  
JOYCE T. PARSONS

TELEPHONE  
(904) 737-5503  
FAX  
(904) 737-4693

June 13, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/20/95--01131--002  
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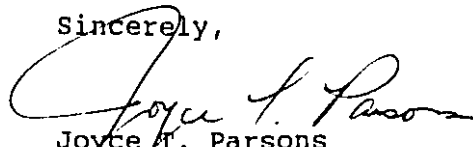
RE: Metro Auctions of Florida, Inc.

To Whom This May Concern:


Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above referenced, along with the appropriate filing fee.

Please return to this office, the copy and any other correspondence relating to this corporation. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Joyce T. Parsons  
Paralegal

JTP:Encls.

6/20/95  


ARTICLES OF INCORPORATION  
OF  
METRO AUCTIONS OF FLORIDA, INC.

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is METRO AUCTIONS OF FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5415 Phillips Highway, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Randy Parker.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

RANDY PARKER  
5415 Phillips Highway  
Jacksonville, FL 32207

GERRI D. PARKER  
5415 Phillips Highway  
Jacksonville, FL 32207

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: RANDY PARKER, 5415 Phillips Highway, Jacksonville, Florida 32207.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any any right conferred upon the shareholders is subject to this

reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14<sup>th</sup> day of June, 1995.

Randy Parker  
RANDY PARKER, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDY PARKER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 14<sup>th</sup> day of June, 1995.

Joseph M. Ripley, Jr.  
JOSEPH M. RIPLEY, JR.

NOTARY PUBLIC, State of  
Florida at Large

Notary Public, State of Florida  
My Commission Expires July 15, 1995  
Bonded thru Tary T. Insurance Inc.

My Commission Expires:

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

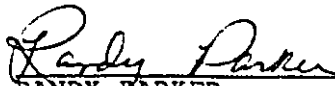
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that METRO AUCTIONS OF FLORIDA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5415 Phillips Highway, Jacksonville, Florida, has named Randy Parker, as its agent to accept service of process within Florida.

Dated: 6/14/95

Randy Parker  
RANDY PARKER

Having been named to accept service of process for the above named 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 performance of my duties.

  
RANDY PARKER  
Registered Agent