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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
**JIM GRAHAM NATIONAL
AUCTIONEERS-BROKERS, INC.**

FILED
APR 28 1988
CLERK OF COURT
JIM GRAHAM NATIONAL
AUCTIONEERS-BROKERS, INC.

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address of Principal Office

The name of the corporation shall be **JIM GRAHAM NATIONAL AUCTIONEERS-BROKERS, INC.**

The principal office of the corporation is located at 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

PREPARED BY: M. RICHARD SAPIR, ESQ.
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.
222 LAKEVIEW AVENUE, SUITE 1400
P. O. BOX 150
WEST PALM BEACH, FLORIDA 33402
FLORIDA BAR NO: 462144

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ARTICLE III**Nature of Business**

The general nature of business of the corporation shall be to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV**Capital Stock**

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 222 Lakeview Avenue, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is M. RICHARD SAPIR, ESQUIRE. The street and mailing address of the initial principal office of this corporation is at 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401.

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ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, is:

JAMES WILLIAM GRAHAM

11923 Lakeshore Place
North Palm Beach, Florida 33408

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscriber

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

JAMES WILLIAM GRAHAM

11923 Lakeshore Place
North Palm Beach, Florida 33408

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ARTICLE VIII**Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX**Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director, of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X**Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

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ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 23rd day of April, 1996.


JAMES WILLIAM GRAHAM

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ACCEPTANCE OF REGISTERED AGENT

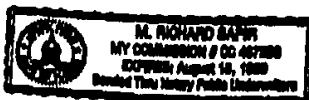
Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


M. RICHARD SANTR, ESQUIRE

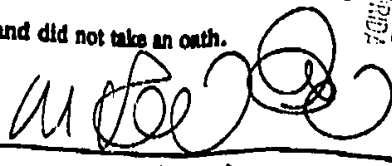
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by JAMES WILLIAM GRAHAM. He (please check as applicable) / X / is personally known to me, or has produced / / his (state) driver's license, or / her (type of identification) as identification, and did not take an oath.



(NOTARIAL SEAL)


(Signature)

(Printed Name)
NOTARY PUBLIC, STATE OF _____

(Commission Expiration Date)

(Serial Number, If Any)

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