

P96000037499

Date April 1, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500001791225
-04/23/96--01149--014
****122.50 ****122.50

Re: TDAC (True Deal Auction Corporation), Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Amira Karrien

(individual's name)

TDAC (True Deal Auction Corporation)
(name of corporation)

MAILING ADDRESS OF CORPORATION

1221 Brickell Ave. 9th floor

Miami, Florida 33131

PHONE

(305) 377-8779

Area Code

Number

Ext.

FILED
96 APR 30 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dan. Harwell
Have permission
to correct the
name. BR 5/1/96

A fictitious name
application was
sent with their
CC on 5/1/96
BR

789, 558, 706, 671
W96-9070



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1996

AMIRA KARRIEM
1221 BRICKELL AVE
9TH FLOOR
MIAMI, FL 33131

SUBJECT: TDAC (TRUE DEAL AUCTION CORPORATION)
Ref. Number: W96000009070

We have received your document for TDAC (TRUE DEAL AUCTION CORPORATION) and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 996A00020253

ARTICLES OF INCORPORATION

of

True Deal Auction Corporation
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

True Deal Auction Corporation

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

| | |
|---------|---------------------------------------|
| NAME | <u>Damon Howell</u> |
| ADDRESS | <u>1221 Brickell Ave. 9th floor</u> |
| CITY | <u>Miami</u> FLORIDA ZIP <u>33131</u> |

The principal office, if known, or the mailing address of the corporation is:

| | |
|---------|---|
| NAME | <u>TDAC (True Deal Auction Corporation)</u> |
| ADDRESS | <u>1221 Brickell Ave. 9th floor</u> |
| CITY | <u>Miami</u> FLORIDA ZIP <u>33131</u> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | |
|---------|--|
| NAME | <u>Amira Karriem</u> |
| ADDRESS | <u>3588 Main Hwy.</u> |
| CITY | <u>Coconut Grove</u> STATE <u>Florida</u> ZIP <u>33133</u> |
| NAME | <u>E. Robert Gordon</u> |
| ADDRESS | <u>816 N. Market St. #5</u> |
| CITY | <u>Inglewood</u> STATE <u>California</u> ZIP <u>90302</u> |
| NAME | |
| ADDRESS | |
| CITY | |
| STATE | |
| ZIP | |

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|----------------------|-------|----------------------|
| NAME | Amira Karlem | | |
| ADDRESS | 3588 Main Hwy. | | |
| CITY | Coconut Grove | STATE | Florida ZIP 33193 |
| NAME | E. Robert Gordon | | |
| ADDRESS | 816 N. Market St. #5 | | |
| CITY | Inglewood | STATE | California ZIP 90302 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1st day of April, 19 96.

Amira Karlem (Seal)
E. Robert Gordon (Seal)
 (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
96 APR 30 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

True Deal Auction Corporation

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1221 Brickell Ave. 9th floor

Miami, Florida 33131

has named Damon Howell

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)