

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32314
P.O. BOX 6
9600068569

AUGUST 1, 1996

RE: AMERICAN AUCTION & MARKETING
COMPANY, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION,
TOGETHER WITH MY CHECK IN THE AMOUNT FOR \$70.00. THIS REPRESENTS THE COST OF
THE FILING FEES, AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED
CORPORATION.

I WOULD APPRECIATE YOUR RETURNING THE COPY AFTER STAMPING SAME WITH THE DATE
OF FILING. THANK YOU.

100001915021
-08/07/96--01025--001
*****70.00 *****70.00

RICHARD C. ESTELL

MAILING ADDRESS OF CORPORATION:

AMERICAN AUCTION & MARKETING COMPANY, INC.,
8310 NORTH BOULEVARD
TAMPA, FLORIDA 33604
(813) 933-6384

FILED
96 AUG 14 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Accept
~~FILED~~

[Signature]
14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

AMERICAN AUCTION & MARKETING COMPANY, INC.
RICHARD C. ESTELL
8310 NORTH BLVD.
TAMPA, FL 33604

SUBJECT: AMERICAN AUCTION & MARKETING COMPANY, INC.
Ref. Number: W96000016599

We have received your document for AMERICAN AUCTION & MARKETING COMPANY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 296A00037862

ARTICLES OF INCORPORATION
of

AMERICAN AUCTION & MARKETING COMPANY, INC.

THE UNDERSIGNED SUBSCRIBER TO THE ARTICLES OF INCORPORATION, A NATURAL PERSON
COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

AMERICAN AUCTION & MARKETING COMPANY, INC.

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 ONE HUNDRED SHARES (100) OF ONE
THOUSAND DOLLARS (\$1000.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED
"COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION IS:

AMERICAN AUCTION & MARKETING COMPANY, INC.

8310 NORTH BOULEVARD

TAMPA, FLORIDA 33604

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION
IS:

RICHARD C. ESTELL

8310 NORTH BOULEVARD

TAMPA, FLORIDA 33604

FILED
96 AUG 14 PM 6:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR 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 OF THE CORPORATION ARE AS FOLLOWS:


RICHARD C. ESTELL
8310 NORTH BOULEVARD
TAMPA, FLORIDA 33604

ARTICLE VII - INCORPORATOR

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

RICHARD C. ESTELL
8310 NORTH BOULEVARD
TAMPA, FLORIDA 33604


IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS

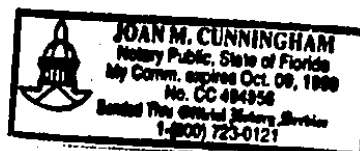
 (SEAL)

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED RICHARD C. ESTELL KNOWN TO ME AND KNOWN TO BE THE PERSON WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HANK AND SEAL, IN THE COUNTY FFORESAID, THIS *2nd day of August, 1976.*


(Notary Public, State of Florida at large)
MY COMMISSION EXPIRES:



OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

AMERICAN AUCTION & MARKETING COMPANY, INC.

(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

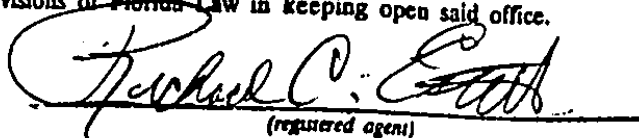
at 8310 NORTH BOULEVARD
TAMPA, FLORIDA 33604

has named RICHARD C. ESTELL
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

FILED
96 AUG 14 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)