PECCO 31990 September 19, 1996

Department of State Division of Corporation P.O. Box 6327 Tallahassee, Florida 32301

400001954254 -03/24/96--01038--003 ****122.50 ****122.50

Dear Sirs:

Please find the enclosed the articles of incorporation for American Auctioneering, Inc. and my check for \$122,50. Please file the articles and send me a copy.

10,0° 10,0° 50° 10,0° 10

Thank you very much,

Sincerely, James C Nalla Rom

James C. Dalla Rosa

96 OCT -3 PN 4:54
SECRETARY OF STATE
ALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 25, 1996

JAMES C DALLA ROSA 452 DAWNVIEW SQUARE PORT ORANGE, FL 32127

SUBJECT: AMERICAN AUCTIONEERING, INC.

Ref. Number: W96000020209

We have received your document for AMERICAN AUCTIONEERING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 896A00044126

JAMES C. DALLA ROSA 452 DAWNVIEW SQUARE PORT ORANGE, FLORIDA 32127

October 1, 1996

Loria Poole Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

I am responding to the attached letter from you, I spoke with Sharon on this date and she performed a corporation check under the name of USA AUCTIONEERING, INC. and advised me that this name was available. If you would file my application under this name I would appreciate it. You also advised me of the address policy. My principal office and registered office address are one in the same and the same as the above address.

Your time and concern in this matter is greatly appreciated.

James C. Dalla Rosa

ARTICLES OF INCORPORATION

- The name of the corporation is USA AUCTIONEERING, INC. (1)
- (2) The duration of the corporation shall be perpetual. It will commence existence upon filing of the Articles of Incorporation by the Department of State.
- (3) The purpose of the corporation is to transact any and all lawful business which corporations may engage in.
- (4) The corporation shall issue 500 shares of common stock at one dollar par value.
- (5) The principal and registered office address is 452 Dawnview Square, Port Orange, Florida 32127.
- (6) The registered agent is James C. Dalla Rosa

(7) The name and address of the incorporator is James C. Dalla Rosa, 452 Dawnview

Square, Port Orange, Florida 32127.

Witness

Witness

James C. Dalla Rosa

Personally appeared before me this ______ day of ______ 1996, James C. Dalla Rosa,

who after being duly sworp; the content and correct.

MY COMMISSION # CC448487 EXPIRES March 26, 1999 BONDED THRU TROY FAIN INSURANCE, INC.

BEASEDY OF HAVINGS.

Notary Public

ACCEPTANCE OF REGISTERED AGENT

I, James C. Dalla Rosa, accept the position of registered agent for USA AUCTIONEERING, INC., and further state that I am familiar with and accept the obligations contained in F.S. (607,0501).

> James C. Dalla Rosa Registered Agent