

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 11/4
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 10:30

RE: Arcadia Antiques Auctions, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S- 788881995107-1		
<input type="checkbox"/> Fictitious Name File -11/04/96--01038--008		
	****122.50	****122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
ARCADIA ANTIQUE AUCTIONS, INC.

FILED
96 NOV -4 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida.

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is: Arcadia Antique Auctions, Inc.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the corporation is located at 425 20th Avenue, N. E., St. Petersburg, Florida 33704.

ARTICLE THREE

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 10,000 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602, and the initial Registered Agent is Rydberg & Goldstein, P.A. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ARTICLE FIVE

NAMES AND ADDRESSES OF INCORPORATORS

The names and street addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Richard McClure	425 20th Avenue, N.E. St. Petersburg, FL 33704

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 31st day of October, 1996.


J. Richard McClure

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

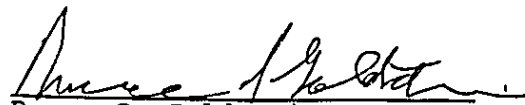
Arcadia Antique Auctions, Inc., desiring to be organized under the laws of the State of Florida with its principal place of business at St. Petersburg, Pinellas County, Florida, has named Rydberg & Goldstein, P.A. located at 500 E. Kennedy Blvd., Suite 200, Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

RYDBERG & GOLDSTEIN, P.A.

By:



Bruce S. Goldstein
Vice President

Registered Agent

DATED: October 31st, 1996.

FILED
96 NOV -4 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA