

1201 HAYS STREET
TAMPA, FL 33607
(813) 222-0100 FAX

800-342-8086

P96000092334



PROFESSIONAL LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 147189 7100970

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : November 7, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 147189-005

CUSTOMER NO: 7100970

CUSTOMER: Mr. Richard R. Carta, Sr.
MEDIA WAREHOUSE, INC.

100001998871--5
-11/07/96--01039--007
****122.50 ****122.50

Suite 9
6401 East Rogers Circle
Boca Raton, FL 33487

DOMESTIC FILING

NAME: A BIG AUCTION COMPANY, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

W-23739
KR 11-7
11-12-96

FILED
95 NOV -7 12:11:02
STATE
CLERK OF SUPERIOR COURT
CORPUS CHRISTI, TEXAS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: A BIG AUCTION COMPANY, INC.
Ref. Number: W96000023739

RESUBMIT

Please give original
submission date as file date.

We have received your document for A BIG AUCTION COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 196A00051197

RECEIVED
NOV 12 1996
CLERK OF COURT
CLERK OF COURT
CLERK OF COURT

ARTICLES OF INCORPORATION
OF
A BIG AUCTION COMPANY, INC.

FILED
95/12/15
11:11:03

The Undersigned subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provision of the statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE 1

1.1) Name: The name of the Corporation is:

A BIG AUCTION COMPANY, INC.

ARTICLE 2

1.2) Purpose. The Corporation may engage in any activity or business permitted under the laws of the United States and of Florida.

ARTICLE 3

3.1) Number of Authorized Shares: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1000) Shares of Common Stock of a par value of \$.10 per share.

3.2) Payment for Shares: The consideration for the issuance of shares of capital stock of the Corporation may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall be deemed to be fully paid and nonassessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.3) Dividends: The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive, when as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

3.4) To Whom shares May Be Sold: Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporations, as the Board of Directors of the Corporation may from time to time determine.

3.5) Pre-emptive and Similar Rights: No holder or owner of any shares of capital stock of the Corporation or other securities of the Corporation which may be convertible into or evidence the right to acquire shares of capital stock of the Corporation shall have any preferential or pre-emptive right whatsoever to purchase any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, services or otherwise. Without limiting the generality of the foregoing, no holder of any shares of capital stock of the Corporation shall, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, have any right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE 4

4.1) Initial Capital: The amount of capital with which the Corporation will begin business shall not be less than \$300.00.

ARTICLE 5

5.1) The Corporation is to have perpetual existence: The existence of the Corporation shall commence when these Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it.

ARTICLE 6

6.1) Address: The street address of the principal office of the Corporation in the State of Florida is: 6401 East Rogers Circle, Suite 9, Boca Raton, Florida 33487. The Board of Directors may from time to time move the principal office to any other address in Florida.

6.2) Resident Agent: The name and address of the resident agent of the Corporation upon whom service of process may be served is Shaun Jeffries, 6401 East Rogers

Circle, Suite 9, Boca Raton, Florida 33487, until and unless changed as prescribed by law.

ARTICLE 7

7.1) Initial Board of Directors: The first Board of Directors of the Corporation shall consist of one member who need not be a resident of the State of Florida or a stockholder of the Corporation. The first Board of Directors shall hold the organizational meeting of the Corporation.

7.2) Names and Address: The names and street addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of stockholders or until their successors shall have been elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Shaun Jeffries	6401 East Rogers Circle, Suite 9, Boca Raton, FL 33487
Michael Cobosco	6401 East Rogers Circle, Suite 9, Boca Raton, FL 33487

7.3) Increase or Decrease of Directors: The number of directors any be increased or decreased from from time to time by amendment of the By-Laws, but no decrease shall (A) have the effect of shortening the term of any incumbent directors, or (B) reduce the number of directors to less than one.

ARTICLE 8

8.1) Incorporators The name and street address of the person signing these Articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Shaun Jeffries	6401 East Rogers Circle, Suite 9, Boca Raton, Florida 33487

ARTICLE 9

9.2) Mooting of Stockholders: Meeting of the stockholders of the Corporation may be held at such place, either within or without the state of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.3) By-Laws The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal by By-Laws, or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws, contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the Florida Statutes or other laws or these Articles of Incorporation.

9.4) Interest of Directors in Contracts: Any contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any firm, organization, association, corporation or other legal entity or which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

9.5) Indemnification: The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding in the manner and to the extent authorized by section 608.13, Florida Statutes. The Corporation may also pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (D) of sub-section (14) of such Section upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this action. Any such indemnity may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 10

10.1) **Amendments to Articles of Incorporation:** The Corporation reserves the right from time to time to amend, alter or repeal or to add any provision to, its Articles of Incorporation (as now constituted or hereafter amended) in the manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

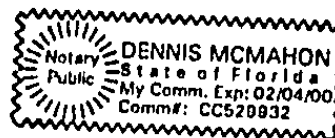

SHAUN JEFFRIES (soal)

ACKNOWLEDGEMENT

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

DATED this 6th day of November, 1996


SHAUN JEFFRIES



FILED

96 NOV -7 11:02

STATE OF FLORIDA
CLERK OF THE COURT