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Sheldon P. Davis

ATTORNEY AT LAW

MEMBER
FLORIDA BAR
PENNSYLVANIA BAR

SUITE 890
FIRST UNION BUILDING
100 SOUTH ASHLEY DRIVE
P.O. Box 737
TAMPA, FLORIDA 33601

TEL: (813)229-7292
FAX: (813)229-7346

December 20, 1996

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

300002037183--4
-12/24/96--01 -012
*****70.00 *****70.00

Re: *Filing Articles of Incorporation for*
AUCT CORPORATION

Dear Sir or Madam:

Enclosed herewith for filing is an original and a copy of the Articles of Incorporation and Designation of Registered Agent of AUCT Corporation, a new corporation.

Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Should you require anything further, please do not hesitate to contact me.

Sincerely yours,

Sheldon P. Davis
Sheldon P. Davis

SPD/lmf
Enclosures

DEC 27 1996

FILED
96 DEC 23 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AUCT CORPORATION**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

AUCT CORPORATION

ARTICLE II

Principal Office

The principal office of this corporation is located at:
3225 Swindell Road, Lakeland, FL 33805

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of voting common stock.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this corporation shall located be at 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602; and the initial registered agent of this corporation shall be

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sheldon P. Davis, Esquire.

ARTICLE V

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws.

ARTICLE VI

Incorporator

The name and address of the incorporator making these Articles of Incorporation is: Sheldon P. Davis, Esquire, 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for uses and purposes therein stated.



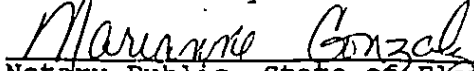
INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 20 day of December, 1996, personally appeared Sheldon P. Davis, Esq., to me well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

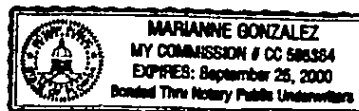
WITNESS my hand and official seal the date aforesaid.



Notary Public, State of Florida
My Commission Expires:

MARIANNE GONZALEZ

Print Name of Notary



**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:

That AUCTION CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Lakeland, County of Polk, State of Florida, has named Sheldon P. Davis, Esquire, located at 100 S. Ashley Drive, Suite 890, City of Tampa, County of Hillsborough, State of Florida 33602, 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 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.

By: _____

(Registered Agent)

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CLERK OF STATE
TALLAHASSEE, FLORIDA