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DIVERSIFIED CORPORATE SERVICES INT'L, INC.

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February 05, 1997

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301
Att: CORPORATIONS DIVISION

RE: FLORIDA AUCTIONS & DEALS INC.

Dear Sirs/Madams,

Enclosed please find an ORIGINAL and COPY of the ARTICLES OF
INCORPORATION for the above referenced corporation. Please FILE AND CERTIFY,
using the attached check in full payment for services requested, and return to
the above using the enclosed FEDERAL EXPRESS envelope.

Thank you for your cooperation in this matter.

Very truly yours,


Jerry Joseph

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED DIV

ARTICLES OF INCORPORATION

97 FEB -6 AM 10:03

FLORIDA AUCTIONS & DEALS INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

under Section 607 of the Business Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 607 of the Business Corporation Law of the State of Florida, does hereby certify and set forth:

[1] The name of the Corporation is:

FLORIDA AUCTIONS & DEALS INC.

[2] The purpose or purposes for which the Corporation is formed, are as follows, to wit:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To create, manufacture, contract for, buy, sell, import, export, distribute, job, market, advertise and generally deal and trade in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, franchisor or franchisee, licensor, licensee, or otherwise; any and all kinds of goods, wares and merchandise; and in connection therewith or independent thereof, to construct, establish and maintain, by any manner or means, factories and mills, buying offices, distribution centers, franchises, specialty and other shops, stores, mail-order establishments, concessions, leased departments and any and all other departments, sites, and locations necessary, convenient or useful in the furtherance of any businesses of the corporation.

To export from and import into the United States of America and its' territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from and importation into the United States, and to and from all countries foreign thereto, and to engage in the purchase and sale of merchandise necessary to the functioning of a foreign and domestic exporting and importing business.

To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, clear, develop, redevelop, manage, operate, maintain, control, license the use of,

publicize, advertise, promote and generally deal in and with, whether as principal, agent, broker or otherwise, real and personal property of all kinds, and , without limiting the generality of the foregoing, stores, markets, supermarkets, departments, and centers, merchandising outlets of all kinds, parking areas, offices and establishments of all kinds, and to engage in the purchase, sale, lease and rental of equipment and fixtures for the same and for other enterprises, for itself or on behalf of others.

To carry on a general mercantile, industrial, investing and trading, consumer and marketing resource business, in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license, as licensor or licensee, lease, as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor or in any lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof: to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, store houses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto and all acts proper or necessary for the purpose of the business.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property

deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the Corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess an exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[3] The duration of the Corporation shall be perpetual.

[4] The aggregate number of shares which the Corporation shall have the authority to issue is two hundred [200] shares, each of which

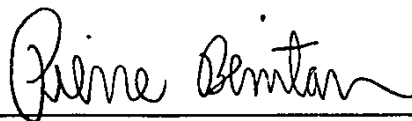
is to have no par value.

[5] The principal office, mailing address, registered office and the registered agent of the Corporation within the State of Florida shall be located at:

4070 Ensenada Avenue
Coconut Grove, Florida 33133
Pierre Benitan, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed: _____



Pierre Benitan, Agent

[6] The Board of Directors of the Corporation, and their addresses, are stated as follows:

Pierre Benitan

4070 Ensenada Avenue
Coconut Grove, Florida 33133

[7] The Corporation, to the fullest extent permitted by Section 607 of the Business Corporation Law of the State of Florida, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein 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 person.

[8] The personal liability of any Director of the Corporation to the Corporation itself, or to its Shareholders, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 607 of the Business Corporation Law.

IN WITNESS WHEREOF, I have signed this Certificate on this 5th day of February, 1997, and affirm the statements contained herein as true, under penalties of perjury.



Jerry Joseph, Incorporator

41 State Street, Suite 515
Albany, New York 12207