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ATTORNEY AT LAW

KATHLEEN REYNOLDS

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February 27, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 MAR -4 AM 8:30
TALLAHASSEE, FLORIDA


Re: Articles of Incorporation of Yesterday's of Destin
Auctions, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Article Five sets forth the Registered Agent and Office and Corporation's Address. Also enclosed is my firm check in the amount of \$122.50 representing the filing fee and fee for obtaining a certified copy of the Articles of Incorporation. For your information, Mr. McKelvy is one of the incorporators of Yesterday's of Destin, Inc.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR:gp
Enclosures
cc: Bill McKelvy

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ARTICLES OF INCORPORATION
OF
YESTERDAY'S OF DESTIN AUCTIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

Name of Corporation

The name of this corporation is:

YESTERDAY'S OF DESTIN AUCTIONS, INC.

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE

General Purpose

The general purposes for which the corporation is organized are:

1. To engage in the business of antique and collectibles purchase and resale primarily by auction.

2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business and to open branch offices if, in the opinion of the board of directors of the corporation, such branch offices are desirable.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Said shares shall be of a single class, and shall be a par value of \$1.00 per share.

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ARTICLE FIVE

Registered Office and Agent and
Corporation's Address

The street address of the registered office of the corporation is 1738 Giant Sycamore Lane, Baker, Florida 32531, and the name of its registered agent at such address is William R. McKelvy, III.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


William R. McKelvy, III

ARTICLE SIX

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the members of the first Board of Directors is:

William R. McKelvy, III
Post Office Box 217/1738 Giant Sycamore Lane
Baker, Florida 32531

ARTICLE SEVEN

Incorporators

The name and address of the incorporator is:

William R. McKelvy, III
Post Office Box 217
Baker, Florida 32531

ARTICLE EIGHT

Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin is on the date of filing.

ARTICLE NINE

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the directors. The Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE TEN

Subchapter S

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in 26 USCA 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

In witness whereof, the undersigned executed these Articles of Incorporation this 25th day of February, 1997.

W. R. McKelvy, III
William R. McKelvy, III

FILED
97 MAR -4 AM 8:30
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me, the undersigned authority authorized to take oaths and acknowledgements in State and County aforesaid, on this 25th day of February, 1997, by William R. McKelvy, III, who is personally known to me or who produced _____ as identification.

Virginia G. Purcell
NOTARY PUBLIC
My Commission Expires:
Commission No.

VIRGINIA G. PURCELL
Notary Public, State of Florida
My comm. expires May 31, 1997
Comm. No. CC 425560

Prepared by: Kathleen Reynolds, Esquire
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Florida Bar No. 969044