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ACCOUNT NO. : 072100000032

REFERENCE : 413186 114715A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : June 3, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 413186-005

CUSTOMER NO: 114715A

CUSTOMER: Ms. Carol L. Feldman  
GARY SIEGEL, ESQ

6500 S. Highway 17-92

Fern Park, FL 32730

600002199846--7  
-06/03/97--01065--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: NORTH AMERICAN AUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JUN -3 AM 11:54  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN -3 AM 10:4  
DIVISION OF CORPORATE

5  
JUN - 3 1997

GS

**GARY SIEGEL • ATTORNEY AT LAW**

6500 SOUTH HIGHWAY 17-92 • FERN PARK, FLORIDA 32730 • TEL (407) 339-7584 • FAX (407) 339-0774

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Re: NORTH AMERICAN AUCTIONS, INC.

Dear Sir:

Enclosed herewith, please find an original and one copy of the Articles of Incorporation of the above-named corporation, along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee Corp.	\$35.00
Registered Agent Fee:	35.00
Total:	\$70.00

Please provide me with confirmation of the filing of the Articles of Incorporation by returning the extra copy to me with the date of incorporation at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,

  
GARY SIEGEL, ESQUIRE

GS/clf  
Enclosures

ARTICLES OF INCORPORATION

OF

NORTH AMERICAN AUCTIONS, INC.

FILED

97 JUN -3 AM 11:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation shall be NORTH AMERICAN AUCTIONS, INC.

ARTICLE II. DURATION. The corporation shall exist perpetually.

ARTICLE III. PURPOSE. The purpose of this corporation is for handling auction business, or the transaction of any lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value per share, and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT. The street address of the Initial Registered Office is 1106 Duncan Drive, Winter Springs, FL, 32708, and the mailing address of the Initial Registered Office and principal office of this corporation is 1106 Duncan Drive, Winter Springs, FL, 32708. The name of the Registered Agent at that address is DARRELL R. COKER.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors may never be less than one (1). The name and address of the initial

director of this corporation is:

DARRELL R. COKER  
1106 Duncan Drive  
Winter Springs, FL 32708

ARTICLE VII. INITIAL OFFICERS.

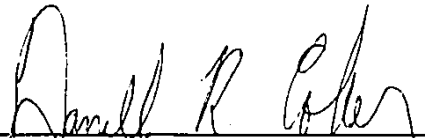
President:	DARRELL R. COKER
V. President:	DARRELL R. COKER
Secretary:	DARRELL R. COKER
Treasurer:	DARRELL R. COKER

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital:

DARRELL R. COKER 100 Shares

ARTICLE IX. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 2nd day of June, 1997.

  
DARRELL R. COKER

ACCEPTANCE OF REGISTERED AGENT

I, DARRELL R. COKER, have been named to act as the Registered Agent to accept service of process for NORTH AMERICAN AUCTIONS, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 2nd day of June, 1997.

  
DARRELL R. COKER

FILED  
97 JUN -3 AM 11:54  
TALLAHASSEE, FLORIDA