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NEW FILINGS	AMENDMENTS				
Profit	Amendment				
NonProfit	Resignation of R.A., O	Ticer: Director			
Limited Liability	Change of Registered A	rgent			
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Other	Merger				
OTHER FILINGS: Annual Report Fictitious Name Name Reservation	REGISTRATION OF THE PROPERTY O	ON/A			
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Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION

FILED

<u>OF</u>

97 JUN -9 PH 1:17

PUBLIC AUTO AUCTION, INC.

TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

17/ TUTNE 1/16 ... 6-6-97.

ARTICLE I - NAME

The name of this corporation is PUBLIC AUTO AUCTION, INC.

ARTICLE II- DURATION

This Corporation shall have perpetual existence commencing on the 6^{th} day of June, 1997.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) per value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 3019 Oak Pointe Drive, Pensacola, Florida 32505 and the name of the initial registered agent of this Corporation at that address is Peter Hartwig.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Peter Hartwig 3019 Oak Pointe Drive Pensacola, FL 32505

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Peter Hartwig, 3019 Oak Pointe Drive, Pensacola, Florida 32505

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer of Director or any former officer of director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 06_day of

Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 6 day of Vills 1997, by PETER HARTWIG, who is personally known to me, or who has produced as identification and who did take an oath.

> Print Name: PATELLA SCHENER Notary Public, State of Florida

My Commission Expires:

PATRICIA SCHIRMER COMMISSION # CC 342186 EXPIRES JAN 13, 1998
DONDED THRU
ATLANTIC BONDING CO . INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE USP 9 PM 1: 17 AGENT UPON WHOM PROCESS MAY BE SERVED

TALLAHASSEE, FLORIDA

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that PUBLIC AUTO AUCTION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3019 Oak Pointe Drive, Pensacola, Florida 32505 has named Peter Hartwig at 3019 Oak Pointe Drive, Pensacola, Florida 32505, as its agent to accept service of process within Florida.

DATED: 06/06/97

PETER HARTWIG - Director

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

PETER HARTWIG

Registered Agent