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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 16, 1997

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

RE: Suncoast Auctions, Inc.

Dear Sir/Madam:

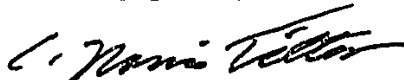
Enclosed please find an original and one copy of the Article of Incorporation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a non-certified copy of these articles.

A check for Seventy (\$70.00) Dollars is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent

Very truly yours,



C. Norris Tilton, Esq.
1935 NE Ricou Terrace
Jensen Beach, FL 34957
(561) 334-3305

R. G. Gorman JUL 24 1997

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ARTICLES OF INCORPORATION
OF
SUNCOAST AUCTIONS, INC.

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TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: SUNCOAST AUCTIONS, INC.

ARTICLE II - NATURE

The general character or nature of the business to be transacted by this Corporation is:

A. To own and operate an auction business including the auction of real property, residential and commercial, personal property, and both real and personal property mixed, to advertise, publish any and all information on an auction for any and all types of property.

B. To sell either retail or wholesale or other related articles of any nature whatsoever.

C. To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and

D. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, 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 lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness as required.

F. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

H. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

I. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or act above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference for the terms of any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TWO THOUSAND FIVE HUNDRED (2,500) shares of Common stock, each share having the par value of ONE (\$1.00) DOLLAR.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of directors of this Corporation at any regular or special meeting.

ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 3330 NE Indian River Drive, Jensen Beach, Florida 34957. The Board of Directors may from time to time designate such other address and place for the principal office

The Corporation shall have THREE (3) directors initially. The Board of Directors may be increased from time to time by the by-laws, but shall never be less than ONE (1).

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the first Board of Directors and officers who shall hold office until their successors are elected and have qualified, are as follows:

| | | | |
|-------------------------|------------------|---|--|
| President/ Treasurer | William M. Lowry | - | 3330 NE Indian River Drive Jensen Beach, FL 34957 |
| Vice-President | Eileen M. Hunter | - | 1618 NE 21st Terrace Jensen Beach, FL 34957 |
| Secretary | Norman Hamer | - | 1965 NE River Court Jensen Beach, FL 34957 |

ARTICLE IX - SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the Consideration thereof are as follows:

| <u>NAME AND ADDRESS</u> | <u>SHARES</u> | <u>CONSIDERATION</u> |
|--|---------------|----------------------|
| WILLIAM M. LOWRY 3330 NE Indian River Dr. Jensen Beach, FL 34957 | 1000 | \$1,000.00 |
| EILEEN M. HUNTER 1618 NE 21st Terrace Jensen Beach, FL 34957 | 1 | \$1.00 |
| NORMAN HAMER 1965 NE River Court Jensen Beach, FL 34957 | 1 | \$1.00 |

ARTICLE X - EFFECTIVE DATE


The Articles of Incorporation shall be effective upon approval of the Secretary of State.


entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - RESIDENT AGENT

William M. Lowry, 3330 NE Indian River Drive, Jensen Beach, Florida 34957, is hereby appointed as Resident Agent for this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of July, 1997.


WILLIAM M. LOWRY


EILEEN M. HUNTER

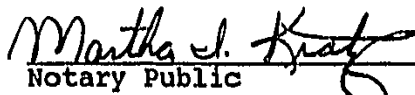

NORMAN HAMER

STATE OF FLORIDA

COUNTY OF MARTIN

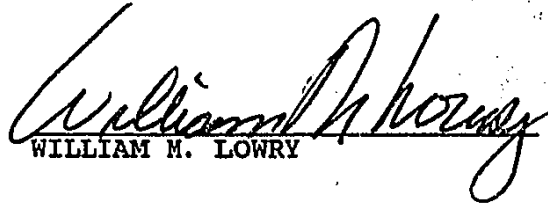
BEFORE ME, personally appeared WILLIAM M. LOWRY, EILEEN M. HUNTER AND NORMAN HAMER, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and Acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 15th day of July, 1997.


Notary Public

ACCEPTANCE

I, WILLIAM M. LOWRY, state that I am a permanent resident of Martin County, Florida, residing at 3330 NE Indian River Drive, Jensen Beach, Florida 34957. I hereby accept the foregoing designation as Resident Agent.


WILLIAM M. LOWRY

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