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97 AUG 13 PM 3:05

TALLAHASSEE, FLORIDA

1515 U.S. Hwy. 1

SUITE 201

SEBASTIAN, FLORIDA 32958

August 8, 1997

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

100002265441--1

-08/13/97--01035--011

*****78.75 *****78.75

re: Articles of Incorporation of B. & B. AUCTION AND TRADING SERVICES, INC.

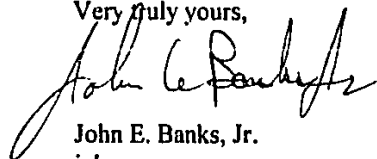
Gentlemen:

I have enclosed duplicate originals of the Articles of Incorporation of B. & B. AUCTION AND TRADING SERVICES, INC., along with Check No. 1246, in the amount of \$78.75, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00, and \$8.75 for the Certificate of Incorporation. If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me with the Certificate, at the following address:

John E. Banks, Jr., P.A.
1515 US Hwy. 1, Suite 201
Sebastian, FL 32958

Thanking you in advance for your assistance, I remain.

Very truly yours,



John E. Banks, Jr.

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Enclosures

OK 8/13/97

ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

B. & B. AUCTION AND TRADING SERVICES, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: B. & B. Auction and Trading Services, Inc.

The principal office and mailing address of this Corporation shall be: 2216 Atlantic Boulevard, Vero Beach, Florida, 32966, and/or P.O. Box 7017, Vero Beach, Florida, 32961.

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a zero par value.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is **one (1)**. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

NAME

ADDRESS

Frank Butkauskas

2216 Atlantic Boulevard, Vero Beach, Florida, 32966
P.O. Box 7017, Vero Beach, Florida, 32961

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations's Board of Directors.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

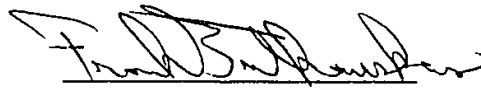
ARTICLE X - DESIGNATION OF REGISTERED AGENT

The Corporation designates Frank Butkauskas as its Resident Agent within the State of Florida, whose registered office is located at the following address is 2216 Atlantic Boulevard, Vero Beach, Florida, 32966, and/or P.O. Box 7017, Vero Beach, Florida 32961.

ARTICLE XI - INCORPORATOR

The name and address of the sole incorporator is Frank Butkauskas of 2216 Atlantic Boulevard, Vero Beach, Florida, 32966, and/or P O Box 7017, Vero Beach, Florida 32961.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 11th day of August, 1997.

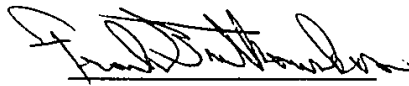

Frank Butkauskas

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

FILED

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE 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 607.0501,
FLORIDA STATUTES.


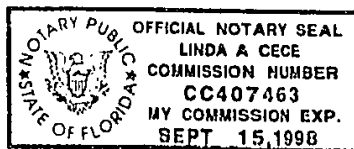


Frank Butkauskas
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 11th day of August,
1997, by Frank Butkauskas, who is personally known to me or who has produced a Florida Driver's
License as identification.

SEAL



Notary Public, State of Florida
My Commission Expires:
My Commission Number is: