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WARREN R. TODD

October 15, 1997

100002322951--0  
-10/17/97--01049--015  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32514

RE: Panhandle Auction Company, Inc./Incorporation

Gentlemen:

Enclosed please find the executed original and one copy of the Articles of Incorporation for Panhandle Auction Company, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,

John A. Panyko  
For the Firm

NOV 5 1997

JAP/sab  
Enclosures

FILED  
97 NOV -4 PM 8:03  
TALLAHASSEE, FLORIDA

W97  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 20, 1997

JOHN A PANYKO  
P O DRAWER 1271  
PENSACOLA, FL 32596

SUBJECT: PANHANDLE AUCTION COMPANY, INC.  
Ref. Number: W97000023794

FILED  
97 NOV -14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PANHANDLE AUCTION COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 797A00051043

**ARTICLES OF INCORPORATION**  
**OF**  
**EMERALD COAST AUCTION COMPANY**

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is Emerald Coast Auction Company and its principal office is located at 5400 Kauffman Road, Milton, Florida 32583, and its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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97 NOV -14 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the 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 this corporation's initial registered office is 5400 Kauffman Road, Milton, Florida 32583, and the name of this corporation's initial registered agent is THOMAS EUGENE McGUIRE.

**ARTICLE VII**

**INCORPORATORS**

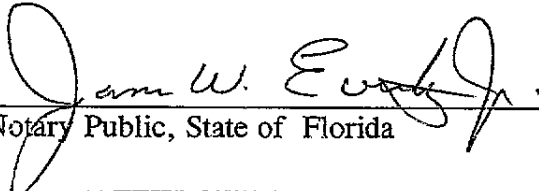
The name and address of the incorporator is THOMAS EUGENE McGUIRE, 5400 Kauffman Road, Milton, Florida 32583

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of October, 1997.

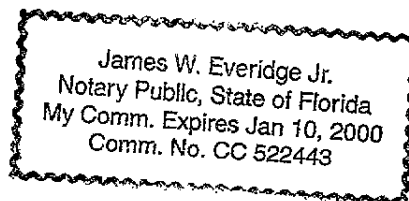
  
\_\_\_\_\_  
THOMAS EUGENE McGUIRE, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of October, 1997, by THOMAS EUGENE McGUIRE, who personally appeared before me and who is personally known to me or who has produced FL DL M260-825-60-457-0 as identification.

  
Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

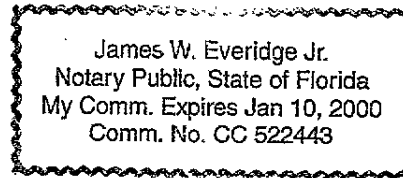
I, THOMAS EUGENE McGUIRE, am familiar with and hereby accept the appointment as Registered Agent for Emerald Coast Auction Company as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 29<sup>th</sup> day of October, 1997.

Thomas E. McGuire  
THOMAS EUGENE McGUIRE

WITNESS my hand and official seal, this 29<sup>th</sup> day of October, A.D. 1997.

James W. Everidge Jr.  
Notary Public  
State of Florida at Large



☐ Personally known by me.  
☒ Produced the following identification: FL DL  
M260-825-60-457

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA