

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Tom Holland, Sr. Auction Company
(CORPORATE NAME & DOCUMENT #)

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[Signature] 1/6/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOM HOLLAND, SR. AUCTION COMPANY

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

TOM HOLLAND, SR. AUCTION COMPANY.

The address of the principal office of this corporation shall be 1839 B Northgate Blvd., Sarasota, FL 34234 and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having .01¢ (cents) par value per share and 1,000 preferred stock having .01 (cents) par value per share with only the common stock having voting rights.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1900 Main Street Suite 210 Sarasota, FL 34236, and the name of the initial registered agent of the corporation of that address is WILLIAM RANDOLPH KLEIN.

ARTICLE V INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: W.R. KLEIN, P.A., 1900 Main Street, Suite 210, Sarasota, FL 34236.

ARTICLE VI TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may either increase or Decrease 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 this corporation is : TOM HOLLAND, SR.

ARTICLE IV INDEMNIFICATION

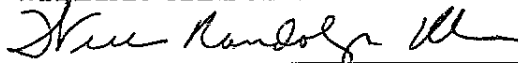
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

The 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 THEREOF, the undersigned agent WILLIAM RANDOLPH KLEIN has hereunto set his hand, this 5th day of January, 1998.

WILLIAM RANDOLPH KLEIN



WILLIAM RANDOLPH KLEIN, Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TOM HOLLAND, SR. *Auction Company*

2. The name and address of the registered agent and office is:

WILLIAM RANDOLPH KLEIN
1900 Main Street Suite 210
Sarasota, FL 34236

SIGNATURE *William Randolph Klein*

TITLE Registered Agent

DATE 1/5/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *William Randolph Klein*

DATE 1/5/98

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