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BRANN & TURFFS, P.A.

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Scott R. Brann
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Board Certified Personal Injury Trial Law
Texas Board of Legal Specialization

January 1, 1998

Robert E. Turffs
Board Certified Civil Trial Law

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

Re: ANTIQUES, AUCTIONS AND AUTOS, INC.

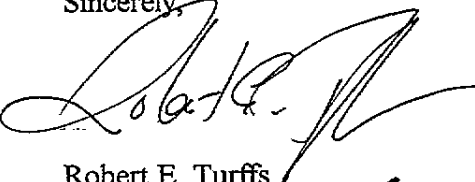
Dear Sir or Madam:

Enclosed please find the original and duplicate of Articles of Incorporation for A, A and A, Inc., together with a check in the amount of \$122.50 to cover the following fees:

Filing of the Articles	\$35.00	500002414245--2
Certified copy of the Articles	52.50	-01/28/98--01040--008
Registered Agent	35.00	****122.50 ****122.50

Please return a certified copy of the Articles of Incorporation to the undersigned.

Sincerely,


Robert E. Turffs

jsj
Enclosures

cc: Mr. and Mrs. Lonie Buchner

X:\DATA\MC\BUCHNER\AAA\INC\SECST.LTR

FILED
98 JAN 28 AM 10:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Linda with the *firm* GAVE
AUTHORIZATION BY PHONE TO
COPY *Name*
DATE *2-3-98*
REC EXAM *mm*

2-3-98
mm

ARTICLES OF INCORPORATION
OF
ANTIQUES, AUCTIONS AND AUTOS, INC.

FILED
98 JAN 28 AM 10:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for and under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

ANTIQUES, AUCTIONS AND AUTOS, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 664 S. Tamiami Trail, Osprey, Florida 34229.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 664 S. Tamiami Trail, Osprey, Florida 34229 and the registered agent at such office is Lonie Buchner.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Nancy J. Buchner
664 S. Tamiami Trail
Osprey, FL 34229

Lonie Buchner
664 S. Tamiami Trail
Osprey, FL 34229

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock

outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

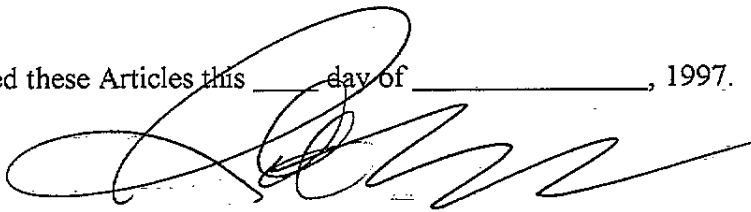
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Robert E. Turffs, Esq.
2055 Wood Street, Suite 206
Sarasota, Florida 34237

The undersigned has executed these Articles this _____ day of _____, 1997.



Robert E. Turffs

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for at the place designated in the Articles, 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.

1/14/98
Date

Lonie Buchner
Lonie Buchner
Registered Agent

FILED
98 JAN 28 AM 10:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA