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ACCOUNT NO. : 072100000032

REFERENCE : 710336 7131881

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : February 18, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 710336-005

CUSTOMER NO: 7131881

CUSTOMER: Roger L. Shaffer, Jr., Esq  
SHAFFER & SHAFFER

2201 Corporate Boulevard N.w.  
Suite 105  
Boca Raton, FL 33431

300002433853--2  
-02/18/98-01033-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: AUCTION CENTRAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 18 PM 1:34

RECEIVED  
98 FEB 18 AM 11:22  
DIVISION OF CORPORATION

cf 2/18/98

**ARTICLES OF INCORPORATION  
OF  
AUCTION CENTRAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 18 PM 1:34

**ARTICLE I: NAME**

The name of this corporation is **AUCTION CENTRAL, INC.** The mailing address of the corporation is P.O. Box 811689, Boca Raton, Florida 33481-1689.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares."

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every share holder, upon the sale for cash 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 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 the initial registered office of this corporation is 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Patricia H. Carta  
P.O. Box 811689  
Boca Raton, FL 33481-1689

**ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:

Roger L. Shaffer, Jr.  
2201 Corporate Boulevard, Suite 105  
Boca Raton, FL 33431

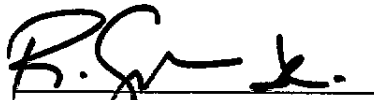
**ARTICLE IX: INDEMNIFICATION**

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

**ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of February, 1998.

  
Roger L. Shaffer, Jr.

### REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **AUCTION CENTRAL, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Roger L. Shaffer, Jr., 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

  
Roger L. Shaffer, Jr.

Incorporator

Dated: 2/17/98

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.

  
Roger L. Shaffer, Jr.

Registered Agent

Dated: 2/17/98

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