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July 7, 1998

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

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-07/10/98--01024--017

****122.50 ****122.50

RE: CENTRAL FLORIDA AUCTIONS, INC.

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,


MICHAEL SIERRA

MS:m

Enc.

FILED
98 JUL 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/17-14-98

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA AUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

CENTRAL FLORIDA AUCTIONS, INC.

The principal place of business of this Corporation shall be:

40916 Marx Ave., Zephyrhills, FL 33540.

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ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, 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. The specific purpose of this Corporation shall be to operate auctions of antiques, and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 700,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: **40916 Marx Avenue, Zephyrhills, FL 33540**, and the name of the initial Registered Agent of the Corporation at that address is: **CHARLES P. BARTLETT, SR.**

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder 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 at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
CHARLES P. BARTLETT, SR.	40916 Marx Ave., Zephyrhills, FL 33540
MARY J. BARTLETT	40916 Marx Ave., Zephyrhills, FL 33540

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
CHARLES P. BARTLETT, SR. President	40916 Marx Ave. Zephyrhills, FL 33540
MARY J. BARTLETT Sec./Treas.	40916 Marx Ave. Zephyrhills, FL 33540

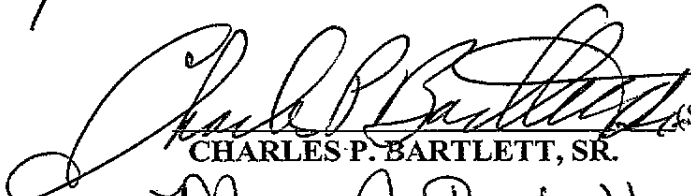

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
CHARLES P. BARTLETT, SR.	40916 Marx Ave. Zephyrhills, FL 33540	1,000
MARY J. BARTLETT	40916 Marx Ave. Zephyrhills, FL 33540	1,000

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this

6 day of July, 1998.

 (SEAL)
CHARLES P. BARTLETT, SR.
 (SEAL)
MARY J. BARTLETT

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


CHARLES P. BARTLETT, SR.
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 6 day of July, 1998, by **CHARLES P. BARTLETT, SR. and MARY J. BARTLETT**, who are personally known to me, or who produced KNOWN as identification.


NOTARY PUBLIC

COMMISSION NO. _____



(Name of Notary typed, printed
or stamped)

COMMISSION EXP. _____

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98 JUL 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA