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CONTACT: RAY STORMONT
PHONE: (305)541-3694
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: AUCTIONS BY BIELER, INC.
AUDIT NUMBER......H98000014982
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ARTICLES OF INCORPORATION

OF

AUCTIONS BY BIELER, INC.

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ARTICLE I

Name of Corporation

The name of this corporation is AUCTIONS BY BIELER, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

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

ARTICLE IV

Principal Office

The address of the initial principal office of this corporation is 1000 W. Island Boulevard #812, Aventura, Florida 33160-4973.

Prepared by:

Lawrence Bieler, Esq.
FBN 349852
Two S. Biscayne Blvd., #3250
Miami, Florida 33131
(305) 374-5888

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ARTICLE V

Registered Office

The address of the initial registered office of the corporation is 1000 W. Island Boulevard #812, Aventura, Florida 33160-4973. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, shall be:

William H. Bieler
1000 W. Island Boulevard #812
Aventura, Florida 33160-4973

ARTICLE VII

Directors

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

William H. Bieler
1000 W. Island Boulevard #812
Aventura, Florida 33160-4973

The number of directors of this corporation may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

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ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at One & 00/100 ($1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

William H. Bieler
1000 W. Island Boulevard #812
Aventura, Florida 33160-4973

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested.

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Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of ~~July~~ August, 1998.

WILLIAM H. BIELER, Incorporator

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM H. BIELER, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal this 5th day of ~~July~~ August, 1998.

VERNELL A. TOURE
MY COMMISSION # CC 455474
EXPIRES: April 28, 1999

Vernell A. Toure
NOTARY PUBLIC, State of Florida

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.

William H. Bieler
WILLIAM H. BIELER
Registered Agent
1000 W. Island Boulevard #812
Aventura, Florida 33160-4973

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