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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

800002682968--1
-11/08/98--01043--010
*****78.75 *****78.75

SUBJECT: COMPU DEALS AUCTION INC.

ENCLOSED IS AN ORIGINAL AND (1) COPY OF THE ARTICLES OF INCORPORATION
AND A CHECK FOR:

\$78.75
FILING FEE & CERTIFIED COPY

FROM: HOWARD COWDEN
410 S. PEGASUS AVE.
CLEARWATER, FL. 33765
727/461-4393

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 PM 3:08

STATE OF
FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV -9 PM 3:08

ARTICLES OF INCORPORATION
OF
COMPU DEALS AUCTION INC.

A BUSINESS/STOCK CORPORATION

The name of the corporation is Compu Deals Auction Inc.

The name and mailing address of the corporation is Compu Deals Auction Inc. 8300
Ulmerton Rd., Suite 100, Largo, FL. 33771

The duration of the corporation is perpetual.

The corporation has been organized to transact any and all lawful business for which
corporations me be incorporated in this state.

The aggregate number of shares which the corporation shall have the authority to issue is
100 and the par value of each shall be no par value.

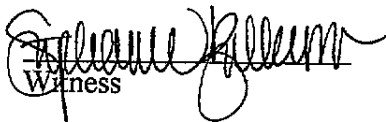
The number of directors constituting the initial board of directors of the corporation is (1)
and their names and addresses are: Howard Cowden 410 S. Pegasus Ave. Clearwater, FL
33765

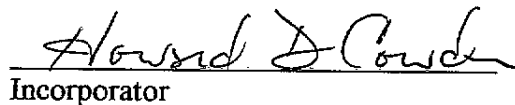
The location and street address of the initial registered office is 410 S. Pegasus Ave.
Clearwater, FL. 33765 county of Pinellas and the name of its initial registered agent at
such address is Howard Cowden.

The name and address of each incorporator:

Howard Cowden 410 S. Pegasus Ave, Clearwater, FL. 33765

In witness thereof, the undersigned incorporator(s) have executed these articles of
incorporation this 2nd day of Nov, 1998


Witness

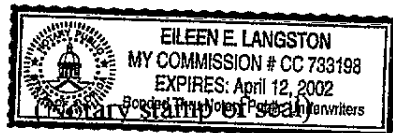

Incorporator

State of Florida

County of Pinellas

On Nov 2, 1998, the above person(s) appeared before me, a notary public and are personally known or proved to me to be the person(s) whose name(s) is/are subscribed to the above instrument who acknowledged that he/she executed the instrument.

Eileen E. Langston
Notary



Consent of Appointment by the Registered Agent

I, Howard Cowden hereby give my consent to serve as registered agent for Compu Deals Auction Inc. 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 am familiar with and accept the obligations of my position as registered agent.

Dated Nov 2, 1998

Howard D. Cowden
Signature of registered agent

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