

P98000104646

Lillian Horsley-Hance
6415 S.W. 48th Street
Miami, Florida 33155

December 11, 1998

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

300002713763- -4
-12/15/98--01108--001
*****78.50 *****78.50

300002713763- -4
-12/15/98--01108--002
*****0.25 *****0.25

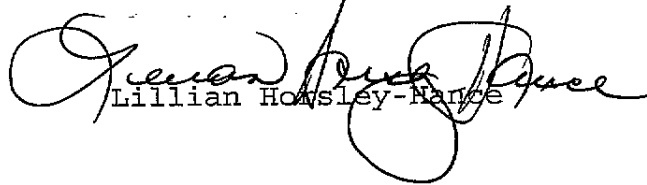
SUBJECT: Articles of Incorporation of
Lillian Hance, Auctioneers, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the articles of incorporation regarding the above captioned subject and a check in the amount of \$78.50 (which includes filing fees and a certified copy).

If the amount is not correct, please let me know was soon as possible.

Respectfully,


Lillian Horsley-Hance

SOAKY

/encl.
Certified check #4816388368
+\$.25

FILED
98 DEC 15 AM 10: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/17/98

ARTICLES OF INCORPORATION
OF
LILLIAN HANCE, AUCTIONEERS, INC.

FILED
98 DEC 15 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Lillian Hance, Auctioneers, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.
Name

The name of the corporation is Lillian Hance, Auctioneers, Inc. The mailing address of the corporation shall be 6415 S.W. 48th Street, Miami, Florida 33155.

ARTICLE II
Duration

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III
Purpose

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
Powers

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V.
Authorized Shares

The maximum numbers of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having par value of \$0.01 - per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in other property tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI
By-Laws

The power to adopt, alter, amend, or repeal the bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

ARTICLE VII
Number of Directors

The business of the corporation shall be conducted by a Board of Directors which initially shall consist of not less than one person. The number of directors may be either increased from time to time, as provided in the bylaws.

ARTICLE VIII
Board of Directors

The name and street addresses of the members of the Board of Directors who shall hold office, are as follows:

Lillian Horsley-Hance
6415 S.W. 48th Street
Miami, Florida 33155

Robert E. Hance
6415 S.W. 48th Street
Miami, Florida 33155

ARTICLE IX
Incorporator

The name and street address of the incorporator is: Lillian Horsley-Hance, 6415 S.W. 48th Street, Miami, Florida, 33155.

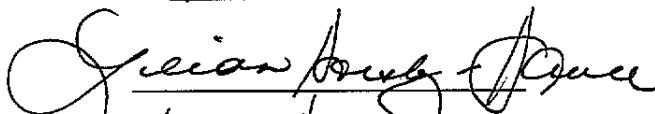
ARTICLE X
Special Provision

It is the intent of the incorporator that the corporation will qualify as an S Corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI
Initial Registered Office and Agent

The name and street address of the initial registered office of this corporation is Robert E. Hance at 6415 S.W. 48th Street, Miami, Florida 33155.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, this 11th day of December, 1998.

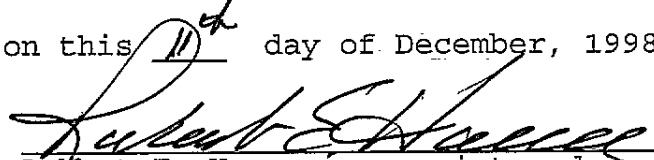

Lillian Horsley-Hance Incorporator

FILED
98 DEC 15 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida, of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article XI of such Articles.

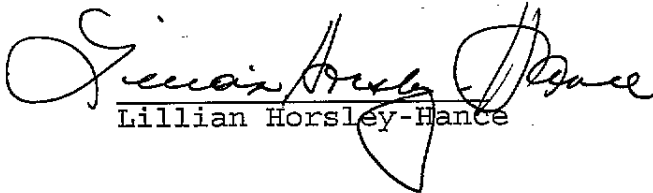
IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed, on this 10th day of December, 1998.


Robert E. Hance, as registered agent

ARTICLE XII
Amendments

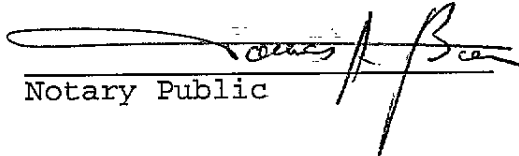
The corporation reserves the rights to amend, alter, change or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by unanimous approval or consent of the board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation, this 11th day of
December, 1998.


Lillian Horsley-Hance

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

11th The foregoing instrument was acknowledged before me, this
day of December, 1998.


Notary Public



OFFICIAL NOTARY SEAL
TOMAS A BAER
COMMISSION NO. CC657971
MY COMMISSION EXP. JULY 12, 2001