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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Phillips Realty and
Auction Company

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Date

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**ARTICLES OF INCORPORATION
OF
PHILLIPS REALTY AND AUCTION COMPANY**

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The undersigned, John Rash Phillips, subscriber to these Articles of Incorporation, being a natural person over the age of eighteen (18) years of age, competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be Phillips Realty and Auction Company.

**ARTICLE II
ORGANIZATION**

This corporation is organized for the purpose of transacting any and all lawful business, together with and in addition to those powers conferred by the laws of the State of Florida, and the principles of common law upon corporations organized and existing under and by virtue of the laws of Florida.

The general nature of the business or businesses to be transacted by the corporation shall include, but not be limited to the following:

To Provide real estate brokerage services according to Florida statutes and auction services of both real and personal property and to deal in and with various types of natural resources and real property, including, but not limited to, the exploration, drilling, mining, forestry, cattle ranching, developing, operation, purchase, sale, and leasing of the same.

To purchase for its use, either as business locations or for investment and resale, real property of any tenure and any interest therein, and to create, sell and deal in freehold or leasehold ground rents and to make advances upon the security of land or buildings, or other property, or any interest therein, and to take and hold title to land, tenements, and buildings, and to sell and convey the same.

To borrow and contract debts when necessary, either for transaction of its business, or for the exercise of its corporate rights, privileges, and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, whether secured by mortgage or otherwise, or unsecured, either for the purpose of investment, conduct of its business, or other lawful objects.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or

evidence of indebtedness created by any other corporations of this State, or any other State or government, and while the owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer shares of its own capital stock provided it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; to buy, sell, convey and deal in real and personal property in this State and in any other State or territory, or in foreign countries; in any manner to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests therein or thereunder.

To employ, generally agents, whether stockholders or officers of this corporation or otherwise, and to transact any and all business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of the corporation; to exercise generally such powers as may be incidental or convenient for any of the purposes or businesses of the corporation; to have, exercise, and enjoy all of the rights and privileges of corporations for profit conferred by the laws of the State of Florida and all amendments thereto.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of the corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III

The total number of shares of capital stock authorized to be issued shall be One Thousand (1,000) shares of common stock par value of \$1.00 per share, all or any part of which capital stock may be paid for in cash, in property, or in labor and services at a fair valuation to be fixed by the incorporators or Board of Directors.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of the corporation shall be as follows:

4500 – 140th Avenue North
Suite 101
Clearwater, FL 33762

Located in Pinellas County, Florida, but the corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient. The initial registered agent of the corporation shall be as follows:

John Rash Phillips
PO Box 48606
1801 Karleton Place South
St. Petersburg, FL 33743-8606

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Phillips Realty and Auction Company, which is contained in the foregoing Articles of Incorporation.


John Rash Phillips

ARTICLE VII

There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1) nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate by-laws. Each of said directors shall be of full and legal age.

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be within or without the state of Florida and members of the Board of Directors need not be stockholders.

ARTICLE VIII

The names and post office addressees of the first Board of Directors of this corporation are as follows:

John Rash Phillips
1801 Karleton Place South
St. Petersburg, FL 33712

ARTICLE IX

The names and addresses of the Officers who, subject to this Charter and the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until an election is held by the Board of Directors for the election of officers and their successors have been duly elected and qualified are, to-wit:

John Rash Phillips, President, Secretary, Treasurer
1801 Karleton Place South
St. Petersburg, FL 33712

ARTICLE X

The name and post office address of each subscriber to the Articles of Incorporation are as follows, to-wit:

John Rash Phillips
1801 Karleton Place South
St. Petersburg, FL 33712

ARTICLE XI

The following special provisions, powers, privileges and limitations shall be applicable to and govern this corporation, to-wit:

The time and place of the annual stockholder's meeting shall be on the second Monday of January of each and every year at the principal place of business of the corporation, unless otherwise fixed by the By-laws of this corporation, and any stockholder thereof may waive notice either before, at or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting, or at a specified meeting held for that purpose. All vacancies in the Board of Directors may be filled by the Directors for the unexpired term.

This corporation shall have a President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may provide. Any person may hold two or more offices. Officers need not be stockholders.

All officers, other than directors, shall be elected by the Board of Directors at the first meeting next after the annual meeting of the stockholders or as soon thereafter as may be practicable. Each respectively shall be elected and qualified. The duties, powers

and functions of the officers and directors shall be as usually devolve upon such officers and directors.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily interested or otherwise in any contract or transaction of this corporation, provided however, that the fact he or such firm is so interested shall be disclosed and made known to the Board of Directors, or a majority thereof, or this corporation or any director of this corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

When stockholders who own fifty-one percent (51%) of the capital stock of this corporation shall be present at a meeting, however called or notified, and shall sign a written consent thereof on the records of the meeting, the acts of such meeting shall be as valid as though regularly called and notified.

ARTICLE XII

It is specified that the date when corporate existence of this corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment shareholders are subject to this reservation.

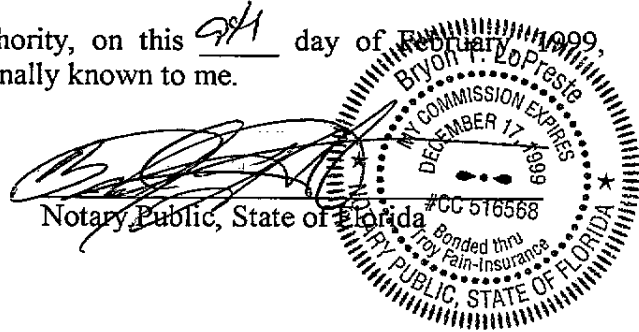
IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the state of Florida, this 9 day of February, 1999.


John Rash Phillips

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me, the undersigned authority, on this 9th day of February, 1999,
appeared John Rash Phillips who is personally known to me.

MY COMMISSION EXPIRES:



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