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April 22, 1999

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****70.00 ****70.00

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

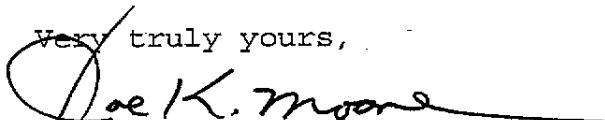
EFFECTIVE DATE
4-22-99

SUBJECT: Wagon Wheel Auction, Inc.

Gentlemen:

Enclosed please find an original and one copy of the articles of incorporation for the above corporation. Also enclosed is check in the amount of \$70.00 for the filing fee.

Please return copy of articles to the above office.

Very truly yours,

Joe K. Moore

JKM:pb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 4:18

D. BROWN APR 2 8 1999

EFFECTIVE DATE
4-22-99

FILED
DIVISION OF CORPORATIONS
99 APR 26 PM 4:18

ARTICLES OF INCORPORATION

OF

WAGON WHEEL AUCTION, INC.

The undersigned incorporator(s) hereby subscribe(s) to these articles of incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

Wagon Wheel Auction, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5161 Beach Blvd.
Suite 6
Jacksonville, Fl 32207

ARTICLE III. DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the date of the signing and acknowledgment of these articles of incorporation provided that all of the requirements of law are met.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting and engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is Five Thousand (5,000) shares of common stock (designated as "common shares") having a par value of One (1) Dollar per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address (in the State of Florida) of the initial registered office of this corporation is:

5161 Beach Blvd.
Suite 6
Jacksonville, Fl 32207

and the name of the initial registered agent of this corporation at that address is:

Des-Parois Watts

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased as provided by the bylaws from time to time. The name(s) and address(es) of the initial director(s) (is) (are):

<u>Name of Director</u>	<u>Address</u>
Des-Parois Watts	5161 Beach Blvd. Suite 6 Jacksonville, Fl 32207

ARTICLE VIII. INCORPORATOR(S)

The name(s) and address(s) of the incorporator(s) signing these articles of incorporation (is) (are):

<u>Name of Incorporator</u>	<u>Address</u>
Des-Parois Watts	5161 Beach Blvd. Suite 6 Jacksonville, Fl 32207

ARTICLE IX. CORPORATE POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

SIGNED BY THE INCORPORATOR(S) this 29th day of
APRIL, 1999.

Des-Parois Watt
DES-PAROIS WATT

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me this 27th day of April, 1999, by
Des-Parois Watt, who is personally known to me or produced _____ as identification.

Joe K. Moore
Signature of Notary

Name of Notary: JOE K. MOORE

Commission Number: CC 754375

My Commission Expires: 8/25/02



ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 4:19

The undersigned having been designated and appointed as
Registered Agent of **Wagon Wheel Auction, Inc.**
in the foregoing articles of incorporation does hereby accept the
said appointment and designation as Registered Agent to act as
contemplated by the Florida General Corporation Act.

DATE: **APRIL 22, 1999**

Des - Parois Watts
DES-PAROIS WATTS
REGISTERED AGENT