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ANDERSON & GALANTE  
ATTORNEYS AT LAW  
516 CAMDEN AVENUE  
WILLIAM D. ANDERSON, JR., P.A.  
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-05/07/99--01142--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

May 25, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32301

RE: AUCTION USA, INC.

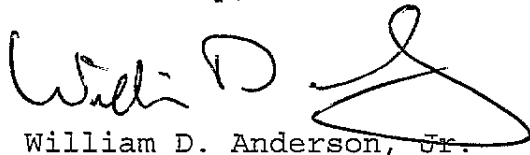
Dear Sir: -

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation.

I would appreciate your filing these Articles of Incorporation with the Secretary of State. I have enclosed my check in the amount of \$70.00 for their costs.

Thank you for your courtesies.

Yours truly,



William D. Anderson, Jr.  
Enclosure -

FILED  
99 JUN -7 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-10  
505

ARTICLES OF CORPORATION  
OF  
AUCTION USA, INC.

FILED  
99 JUN -7 PM 1:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I - NAME

The name of this corporation is AUCTION USA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of  
auction sales.

ARTICLE III - CAPITAL STOCK

This organization is authorized to issue 5,000 shares of  
\$1.00 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of  
this corporation is 1341 NE Jensen Beach Blvd., Jensen Beach Fl.  
34957, and the name of the initial registered agent of this  
corporation at that address is: WILLIAM D. ANDERSON, JR.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially.  
The number of directors may be either increased or diminished from  
time to time by the Bylaws, but shall never be less than one. The  
name and address of the initial directors of this corporation are:  
Gerald W. Bashant, Jr., 1341 NE Jensen Beach Blvd., Jensen Beach  
Fl. 34957.



ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is: Gerald W. Bashant, JR., NE Jensen Beach Blvd., Jensen Beach, Fl. 34957

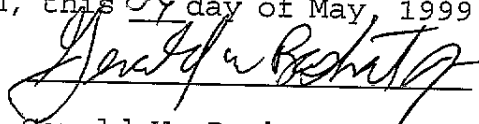
ARTICLE VII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his/her share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 26 day of May, 1999.

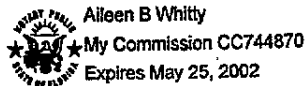
  
Gerald W. Bashant, Jr.

STATE OF FLORIDA )

COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day before me an officer duly qualified to take acknowledgments, personally appeared GERALD W. BASHANT, JR., to me who is personally known \_\_\_\_\_ or has produced identification ✓, Type of identification FL DL B253-299-60-390-0 to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid, this 26th day of May, 1999.



Aileen B. Whitty

Notary Public

My Commission Expires

Commission No. CC 744870

REGISTERED AGENT DESIGNATION

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That AUCTION USA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1341 NE Jensen Beach Blvd., Jensen Beach, FL. 34957, has named WILLIAM D. ANDERSON, JR., as its agent to accept service of process within Florida.

Dated this 26th day of May, 1999.

Gerald W. Bashant, Jr.  
GERALD W. BASHANT, JR.

ACCEPTANCE OF DESIGNATION

Having been named to accept Service of Process for the above stated corporation, at 516 Camden Ave., Stuart, Fl. 34994, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
WILLIAM D. ANDERSON, JR.

STATE OF FLORIDA)

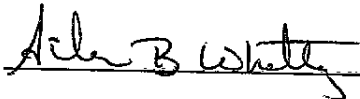
COUNTY OF MARTIN)

I hereby certify that on this day before me, an officer duly authorized to take acknowledgments, personally appeared

GERALD W. BASHANT, JR.

to me well known to be the person(s) who executed the foregoing instrument, and acknowledged before me who has produced Florida Driver License No. B253-299-66390-0, as identification, and who (did/did not) take an oath.

Dated this 26th day of May, 1999.



Notary Public



Aileen B Whitty  
My Commission CC744870  
Expires May 25, 2002

My Commission Expires:

Commission No. CC 744870

FILED  
99 JUN -7 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA