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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TELEPHONE (561)748-5685
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99 JUN 14 PM 1:46

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June 9, 1999

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***122.50 ***78.75

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

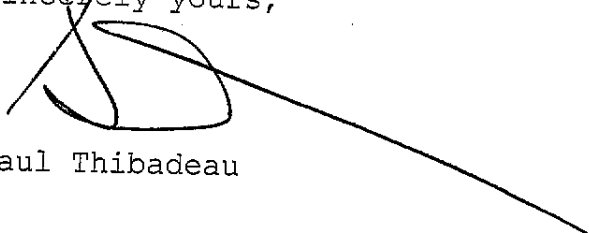
Re: Dawson Associates Auctions of Florida, Inc.

Dear Sirs:

I enclose an original and one copy of Articles of Incorporation and Acceptance of Designation by Registered Agent, for the above referenced corporation. I also enclose a check for \$122.50 for filing the above and for a certified copy of the Articles of Incorporation.

Please contact me if there is anything else you need to accomplish this filing.

Sincerely yours,


Paul Thibadeau

Enclosures

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ARTICLES OF INCORPORATION
OF
DAWSON ASSOCIATES AUCTIONS OF FLORIDA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Dawson Associates Auctions of Florida, Inc.

ARTICLE II

The existence of the Corporation shall begin on execution of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 44 Cocoanut Row, Palm Beach, FL 33480.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 200, 50 South U.S. Highway One, Jupiter, FL 33477. The initial registered agent for the Corporation at that address is Paul Thibadeau.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the persons who will serve on the

