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LAW OFFICES
GILL & BEHNKE
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)
613 S.E. FORT KING STREET
OCALA, FLORIDA 34471-2235
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FILED
99 AUG 23 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX (352) 732-0153
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JANET W. BEHNKE, P.A.*
S. RAY GILL, P.A.†*

*CERTIFIED CIRCUIT COURT MEDIATOR
†CERTIFIED FAMILY MEDIATOR

August 16, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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*****78.75 *****78.75

ATTN: Filing Department

Re: A-1 ANTIQUE ROAD-SHOW AUCTION, INC.

Dear Madam/Sir:

Please find enclosed an original and one (1) copy of Articles of Incorporation for the above-named corporation. Also enclosed, please find our check in the amount of \$78.75 representing the cost for filing the same as follows:

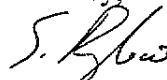
Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>

TOTAL \$ 78.75

Please file the original of the Articles of Incorporation and return a certified copy of the same to me at your earliest convenience.

Thank you for your assistance in this matter. Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



S. Ray Gill
Attorney at Law

SRG/rm
Enclosures

D. BROWN AUG 27 1999

ARTICLES OF INCORPORATION
OF
A-1 ANTIQUE ROAD-SHOW AUCTION, INC.

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ARTICLE I - Name

The name of this corporation is **A-1 ANTIQUE ROAD-SHOW AUCTION, INC.**

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Principal Office

The street address of the initial principal office of this corporation is 14040 S.E. 175th Street, Weirsdale, Florida 32195, and the mailing address is the same.

ARTICLE VI - 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 (1). The name and address of the initial Director of this corporation is:

JOHN H. COKER, III
14040 S.E. 175th Street
Weirsdale, Florida 32195

ARTICLE VII - Incorporators

The name and address of the person signing these Articles is:

JOHN H. COKER, III
14040 S.E. 175th Street
Weirsdale, Florida 32195

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment of Articles

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.

ARTICLE XI - Cumulative Voting

In any election of Directors by the Shareholder, each Shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares equals, or to distribute them on the same principal among as many candidates as he sees fit, provided, however, that notice shall be given by any Shareholder to the President or Vice-President of the corporation not less than twenty-four hours before the time fixed for the holding of the meeting for the election of Directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE XII - Pre-Emptive Rights

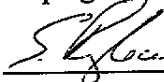
Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII - Initial Registered Office and Agent

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:


That **A-1 ANTIQUE ROAD-SHOW AUCTION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation at the City of Weirsdale, County of Marion, and State of Florida, has named **S. RAY GILL, P.A.**, located at 613 S.E. Ft. King Street, Ocala, Florida 34471, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


S. RAY GILL, P.A.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of AUGUST, 1999.


JOHN H. COKER, III
Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The Foregoing instrument was acknowledged before me this 9th day of AUGUST, 1999 by John H. Coker, III.


(Sign) Lauretta Kay Campbell
(Print) Lauretta Kay Campbell
NOTARY PUBLIC

IDENTIFICATION BY:

() Personal Knowledge OR
(X) FL. DRIVERS LICENSE
(Form of Identification)

My Commission Expires:

C-260-468-51-206-0

 **LAURETTA KAY CAMPBELL**
COMMISSION # CC 685689
EXPIRES OCT 30, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.