

TRANSMITTAL LETTER

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

200002986952--4  
-09/14/99--01058--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Joe DeVito Auctioneers, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☒ \$78.75 Filing Fee  
& Certified Copy

☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: D. Lim  
Name (Printed or typed)  
Corporate Clearance Corp.  
450 7th Avenue, 34FL  
Address  
New York, NY 10123  
City, State & Zip  
(212) 643-0408  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 14 AM 8:42

FILED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**JOE DEVITO AUCTIONEERS, INC.**

**FILED**  
99 SEP 14 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is Joe DeVito Auctioneers, Inc.

**SECOND:** The name and Florida street address, of the initial registered agent are Joseph DeVito, 3121 Coronet Court, Tarpon Springs, Florida 34689.

**THIRD:** The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

**FOURTH:** The name and Florida street address of the initial registered agent are Joseph DeVito, 3121 Coronet Court, Tarpon Springs, Florida 34689.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator is

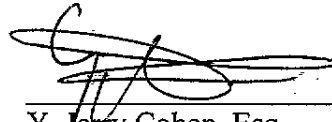
<u>NAME</u>	<u>ADDRESS</u>
Y. Jerry Cohen, Esq. Cohen & Tauber, LLP	1350 Avenue of the Americas 26 <sup>th</sup> Floor New York, New York 10019

**SEVENTH:** The purposes for which the corporation is organized are as follows: To engage in any unlawful business for which corporations may be organized under the Florida Business Corporation Act.

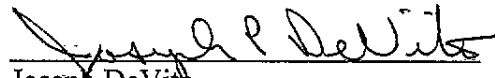
**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify

under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

  
\_\_\_\_\_  
Y. Jerry Cohen, Esq.  
Cohen & Tauber, LLP

Having been named as registered agent and to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:   
\_\_\_\_\_  
Joseph DeVito

Date: August 31, 1999

**FILED**  
99 SEP 14 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA