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DAVE NEWMAN AUCTIONMAX, INC.

1900 Land O' Lakes Boulevard
Lutz, Florida 33549
(813) 264-2925

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

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-11/15/99-01113-001
*****70.00 *****70.00

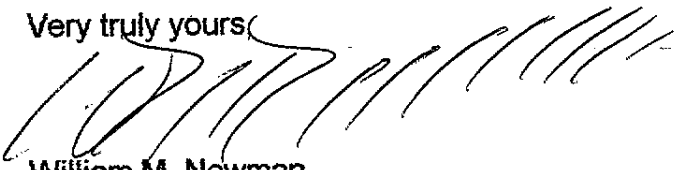
Re: **Articles of Incorporation of Dave Newman Auctionmax, Inc.**

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Dave Newman Auctionmax, Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope.

Thank you for your assistance.

Very truly yours,


William M. Newman
President

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DAVE NEWMAN AUCTIONMAX, INC.

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Dave Newman Auctionmax, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

1900 Land O' Lakes Boulevard
Lutz, Florida 33549

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be auctions, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be One Thousand (1,000) shares of common stock with a par value of \$1.00 per share.

Article V

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

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Article VI

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

William M. Newman
1900 Land O' Lakes Boulevard
Lutz, Florida 33549

Article VII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article VIII

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

William M. Newman, President, Secretary and Treasurer
1900 Land O' Lakes Boulevard
Lutz, Florida 33549

Article IX

The name and post office address of each incorporator of the Articles of Incorporation is as follows:

William M. Newman
1900 Land O' Lakes Boulevard
Lutz, Florida 33549

Article XI


The duration of the corporation is to be perpetual.

Article XI

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:


William M. Newman
1900 Land O' Lakes Boulevard
Lutz, Florida 33549

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation of Dave Newman Auctionmax, Inc. on November ____, 1999.


William M. Newman

STATE OF FLORIDA
COUNTY OF PASCO

William M. Newman appeared before me, the undersigned authority, and acknowledged that he executed these Articles of Incorporation for Dave Newman Auctionmax, Inc. on November 12, 1999.


Notary Public




**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

In pursuance of Florida Statutes §48.091, the following is submitted in compliance
with the Act:

Dave Newman Auctionmax, Inc., desiring to organize under the laws of the State
of Florida with its principal office at 1900 Land O' Lakes Boulevard, Lutz, Florida 33549,
has named William M. Newman, 1900 Land O' Lakes Boulevard, Lutz, Florida 33549, as
its agent to accept service of process within this state.

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Dave Newman Auctionmax,
Inc. at 1900 Land O' Lakes Boulevard, Lutz, Florida 33549, I hereby accept to act in this
capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative
to keeping open my office.


William M. Newman

TALLAHASSEE, FLORIDA

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