

ARTICLES OF INCORPORATION  
OF

HOMETOWN AUCTION SERVICE, INC.

FILED  
98 JUL 20 AM 9:29  
SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That LARRY ROGER SCHWAB and SIWAN SCHWAB acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST

The corporate name of this corporation shall be:

HOMETOWN AUCTION SERVICE, INC.

SECOND

The purposes for which this corporation is organized are the transactions of any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

THIRD

This corporation shall have perpetual existence from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

FOURTH

The address of the initial registered office of the corporation is 1407 Powers Avenue, Lewiston, Idaho 83501. The name of the Initial Registered Agent of the Corporation, an individual resident of Idaho whose business office is located at ARTICLES OF INCORPORATION OF HOMETOWN AUCTION SERVICE, INC. 1

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1407 Powers Avenue, Lewiston, Idaho 83501, is LARRY ROGER SCHWAB.

FIFTH

That the capital stock of this corporation shall consist of TWO THOUSAND (2,000) shares of common stock having a par value of One Dollar and No Cents (\$1.00) per share and an aggregate par value of TWO THOUSAND DOLLARS (\$2,000.00), each of such shares shall be common stock, there shall be no preferred stock and each share shall have ONE (1) vote.

The By-Laws of this corporation shall prescribe the rules and regulations setting out the formalities and procedures to be followed in effecting the transfer of common stock consistent with this Article consistent with the laws of the State of Idaho.

SIXTH

The registered holders of the shares of Capital Stock shall have the preemptive rights as set forth in this Article to purchase, at such respective equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of Capital Stock of the corporation or securities convertible into or carrying options or warrants to purchase such shares of capital stock as may be issued for money from time to time, after the issue of the first ONE HUNDRED ONE (101) shares of Capital Stock that have never previously been issued. Such preemptive right shall apply to all shares issued after the first ONE HUNDRED ONE (101) shares, whether the additional shares constitute a part of the share presently or subsequently authorized or constitute share held in the treasury of the Corporation. No

shares shall be issued for money to directors, officers, or employees of the Corporation or to directors, officers, or employees of any subsidiary corporation, as such, unless first offered to the holders of the Capital Stock in accordance with their preemptive right.

SEVENTH

That the name and post office address of each of the incorporators and the number of shares of capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

NAME	ADDRESS	SHARES
LARRY ROGER SCHWAB	1407 Powers Avenue Lewiston ID 83501	51 Shares
SIWAN SCHWAB	1407 Powers Avenue Lewiston ID 83501	50 Shares

EIGHTH

The initial Board of Directors shall consist of TWO (2) Directors, LARRY ROGER SCHWAB and SIWAN SCHWAB, until the first annual meeting of shareholders and their successors shall be elected and qualify.

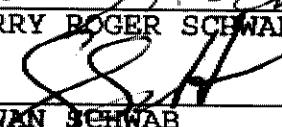
NINTH

That the right and power to adopt, repeal, alter, rescind and amend the By-Laws of this corporation and to adopt new By-Laws consistent with the provisions of the laws of the State of Idaho is hereby expressly conferred upon the Board of Directors of this corporation as provided in Section 30-1-27 Idaho Code.

TENTH:

The corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the laws of the State of Idaho except that no amendment shall be made without the written consent or affirmative vote of the holders of FIFTY ONE (51%) of the issued and outstanding shares of Capital Stock.

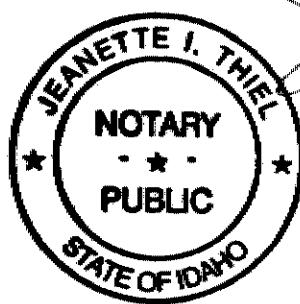
WITNESS OUR HANDS THIS day of JULY, 1998.

  
\_\_\_\_\_  
LARRY ROGER SCHWAB  
  
\_\_\_\_\_  
SIWAN SCHWAB

STATE OF IDAHO )  
: ss  
County of Nez Perce )

On this 17<sup>th</sup> day of July, 1998, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LARRY ROGER SCHWAB and SIWAN SCHWAB known to me to be the person whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.



  
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Notary Public in and for the  
State of Idaho, residing at  
Juliaetta, therein. My  
Commission expires 1/28/99