DOC ID ----> 200208401728

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/25/2002	200208401728	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

DONALD E. SCHNEIDER
1101 ST. GREGORY ST., STE. 350
CINCINNATI, OH 45202

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1308053

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

OKI AUTO AUCTION, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC ARTICLES/FOR PROFIT	**200208401728**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 25th day of March, A.D. 2002.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200208401728



2002 MAR 25 AM 9:05

Articles of Incorporation

of

OKI Auto Auction, Inc.

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, does hereby state the following:

FIRST: The name of the corporation is **OKI Auto Auction, Inc.**

SECOND: The place in Ohio where the principal office of the corporation is to be located is 6871 Wetheridge Drive, Cincinnati, Hamilton County, Ohio 45230.

THIRD: The purposes for which the corporation is formed are to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 et seq. of the Ohio Revised Code, including but not limited to, the sale, lease, auction, purchase and/or disposal of automobiles and other vehicles.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 1500, all of which shall be common shares without par value.

FIFTH: The corporation by action of its board of directors may purchase its own shares at any time and from time to time to the extent permitted by law.

SIXTH: A director and/or officer of this corporation shall not be disqualified by his or her office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise, nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director and/or officer is in any way interested in such transaction or contract or act, provided the fact that such director and/or officer is so interested and the nature of such interest shall be disclosed to any Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director and/or officer be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him or her by reason of the fact that he or she or any firm of which he or she is a member or any

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corporation of which he or she is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or she or any firm of which he is a member or any corporation of which he or she is a shareholder or director were not interested in such transaction or contract or act.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 5th day of March 2002.

Incorporator Neil J. Quinn

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ORIGINAL APPOINTMENT OF STATUTORY AGENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being at least a majority of the incorporators of **OKI Auto Auction, Inc.** , hereby appoint **Neil J. Quinn**, a natural person and resident of Ohio, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Neil J. Quinn
OKI Auto Auction, Inc.
6871 Wetheridge Drive
Cincinnati, OH. 45230

Incorporator Neil J. Quinn

The undersigned, **Neil J. Quinn** named herein as the statutory agent for **OKI Auto Auction, Inc.** , hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Neil J. Quinn