

F97000005646

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 1-800-Auto Tow, Inc.

(Name of corporation - must include suffix)

200002324162--1
-10/20/97--01090--011
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert R. Adler, Esq.

(Name of Person)

Delmer C. Bowing III, P.A.

(Firm/Company)

1015.E 6th Ave.

(Address)

Delray Beach, FL. 33483-5261

(City/State/Zip)

W97-23935

Should you need to call someone concerning this matter, please call:

Joel Nagelmann

(Name of Person)

at (561) 733-5411

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Wc
10/27

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DELMER C. GOWING III, P.A.

ATTORNEY AT LAW
101 S.E. 6TH AVENUE
DELRAY BEACH, FLORIDA 33483-5261

MEMBER: FLORIDA, MICHIGAN
AND ILLINOIS BARS

TELEPHONE (561) 276-0990
TELECOPIER (561) 276-5003

October 15, 1997

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. box 6327
Tallahassee, FL 32314

Re: 1-800-AutoTow, Inc.

To Whom It May Concern:

On behalf of 1-800-AutoTow, Inc., please find enclosed the necessary documents to register a foreign profit corporation to transact business in Florida. Also enclosed is a check made payable to Florida Department of State in the amount of \$78.75.

If you have any further questions, please contact the undersigned.

Very truly yours,



Delmer C. Gowing III, Esquire

DCG/bb



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 21, 1997

ROBERT R. ADLER, ESQUIRE
DELMER C. GOWING III, P.A.
1015 E. 6TH AVE.
DELRAY BEACH, FL 33483-5261

SUBJECT: 1-800-AUTOTOW, INC.
Ref. Number: W97000023935

We have received your document for 1-800-AUTOTOW, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 597A00051289

DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRAY BEACH, FLORIDA 33483-5261

ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III*

ROBERT R. ADLER

TELEPHONE (561) 276-0990

TELECOPIER (561) 276-5003

*ALSO ADMITTED IN
MICHIGAN AND ILLINOIS

October 23, 1997

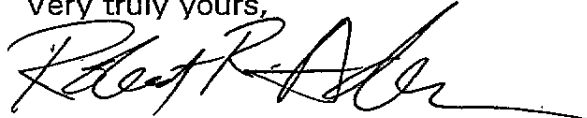
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Correction to previously submitted application to transact
business in FL. by "1-800 AutoTow, Inc."

Dear Sir or Madam:

Thank you for your letter dated October 21, 1997. Enclosed, please
find a copy of that letter (as requested) together with a revised application
with the requested corrections.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert R. Adler", written over a horizontal line.

Robert R. Adler

RRA/bb
Enclosure

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. 1-800 - AutoTow, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 65-0783268

(FEI number, if applicable)

4. Sep. 1, 1997

(Date of incorporation)

5. "Perpetual"

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8084 West McNab Rd., Suite 430

N. Lauderdale, FL. 33068

(Current mailing address)

8. To engage in the formation, acquisition, financing, and operation of vehicle towing, transportation and recovery services, and related activities, and to engage in any other lawful act or activity for which corporations may be organized under

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) The General Corporation Law of the State of FL.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Joel B. Nagelmann

Office Address: 47 Spanish River Drive

Ocean Ridge

Florida, 33435
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
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See attached addendum #1

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Vince Gelormine

Address: 1203 Silverado
North Lauderdale, FL 33068

Vice Chairman: _____

Address: _____

Director: Joel Nagelmann

Address: 47 Spanish River Drive
Ocean Ridge, FL 33435

Director: Vince Gelormine

Address: See above

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable) See attached addendum #1

President: Joel Nagelmann, Pres. + Chief Executive Officer

Address: See above

Vice President: Joshua Konigsberg, VP Sales + Marketing; Secretary

Address: 1133 Egret Circle South
Jupiter, FL 33458

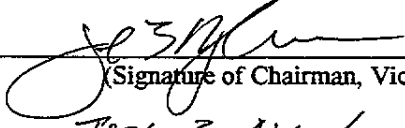
Secretary: Joshua Konigsberg, VP Sales + Marketing; Secretary

Address: See above

Treasurer: Gary Patterson, Treasurer + Chief Financial Officer

Address: 11409 N.W. 49th Dr.
Coral Springs, FL 33076

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joel B. Nagelmann, President/CEO
(Typed or printed name and capacity of person signing application)

12 A

Addendum #1

Directors

Joshua Konigsberg - Interim Director
1133 Egret Circle South
Jupiter, FL. 33458

12 B

Officers

Gene Iarocci, Vice President of Transportation
9988 Windmill Lakes Blvd.
Houston, TX 77075

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DIVISION OF CORPORATIONS

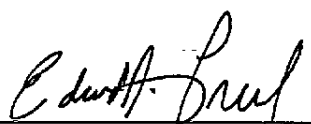
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1-800-AUTOTOW, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF OCTOBER, A.D. 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:32




Edward J. Freel, Secretary of State

2791315 8300

971338089

AUTHENTICATION:

8696199

DATE:

10-10-97