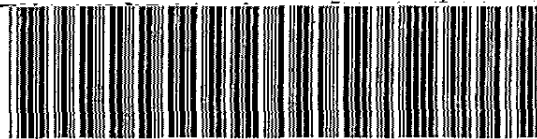


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LOZIER
THAMES &
FRAZIER, P.A.
ATTORNEYS AT LAW

Post Office Box 408 • Pensacola, FL 32591-0408



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J. BRYAN DEC 9 2004

ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is:
FLAGSHIP TOWING, L.L.C.

SECOND: The articles of organization or the application to transact business

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)



Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

CORRECT NAME: FLAGSHIP TOWING & RECOVERY, L.L.C.

Client forgot to add "recovery" to name

OR



Was defectively signed. The manner in which the document was defectively signed and the appropriate correction is as follows:

Dated:

11/24/04
[Signature]

Signature of a member or authorized representative of a member

Kerry Anne Schultz, Organizer

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLAGSHIP TOWING, L.L.C.**

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "FLAGSHIP TOWING, L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 24 West Chase Street, Pensacola, Florida, 32502 and the street address of the principal office of the Company shall be 24 West Chase Street, Pensacola, 32502.

ARTICLE III - DURATION

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Lozier, Thames & Frazier, P.A., 24 West Chase Street, Pensacola, Florida 32502.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

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ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.


 KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
 COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 19th day of November, 2004, by
 Kerry Anne Schultz who (X) is personally known to me or who () has produced
 _____ as identification and who did not take an oath.


 NOTARY PUBLIC

Commission No. _____

My Commission Expires: _____



Linda M. Jarvis
 MY COMMISSION # 0011178 EXPIRES
 April 22, 2006
 SCHWEDT AND COMPANY INSURANCE, INC.

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**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**

Lozier, Thames, & Frazier, P.A., the designated resident agent of FLAGSHIP TOWING, L.L.C., do hereby certify that its address is 24 West Chase Street, Pensacola, Florida 32501, do hereby accept the designation and appointment as resident agent of FLAGSHIP TOWING, L.L.C., a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

Dated this 19th day of November, 2004.

LOZIER, THAMES & FRAZIER, P.A.

By: Paul R. Frazier

Its: _____

**STATE OF FLORIDA
COUNTY OF ESCAMBLA**

The foregoing instrument was acknowledged before me this 19th day of November, 2004, by Daniel B. Lozier who (X) is personally known to me or who () has produced a driver's license as identification and has taken an oath.

Linda M. Jarvis
NOTARY PUBLIC

Commission No. _____

My Commission Expires: April 22, 2006



Linda M. Jarvis
MY COMMISSION # DD111178 EXPIRES
April 22, 2006
WINDRETHRU TROY FARM INSURANCE, INC.