

Division of Corporations

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Florida Department of State
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From:

Account Name : KANOUSE & WALKER, P.A.
Account Number : 105503003644
Phone : (561) 451-8090
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FLORIDA NON-PROFIT CORPORATION**United Association of Salvage and Towing Operators**

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|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 28, 2000

KANOUSE & WALKER

SUBJECT: UNITED ASSOCIATION OF SALVAGE AND TOWING OPERATORS, INC.
REF: W00000028026

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

THERE IS A LINE RUNNING THROUGH EACH PAGE OF YOUR DOCUMENT WHICH MAKES IT NOT LEGIBLE.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E00000061895
Letter Number: 800A00060410

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
UNITED ASSOCIATION OF SALVAGE
AND TOWING OPERATORS, INC.**

Article I - Name

The name of the corporation is United Association of Salvage and Towing Operators, Inc.

Article II - Address

The principal place of business and mailing address of the corporation is:

C/o Keith J. Kanouse
Kanouse & Walker, P.A.
One Boca Place, Suite 324 atrium
2255 Glades Road
Boca Raton, FL 33431

Article III - Purpose

The corporation is organized for the purpose of being the independent franchisee association for franchisees and licensees of Sea Tow Services International, Inc. to represent the interests of franchisees and licensees including collective negotiation of a system-wide franchise agreement, participation in committees relating to the operation, management and marketing of the franchise system, informal resolution of disputes and transacting any and all other lawful business.

Article IV - Board of Trustees

The corporation shall have a minimum of 5 trustees and not more than 11 trustees. All trustees must be members of the corporation. The number of trustees may be either increased or diminished by the Bylaws but will never be less than 5. The trustees will serve 2-year staggered terms and be elected at the annual meeting of the members as set forth in the Bylaws. The names and address of the initial trustees are:

Capt. Richard Beck
1509 Avenue C
Riviera Beach, FL 33404

Capt. Steve Winkler
256 Marginal Street
East Boston, MA 02128

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Capt. Bill Creighton
320 Clarks Cove Road
Walpole, ME 04573

Capt. Tim Morgan
2252 SE 17th Street
Fort Lauderdale, FL 33316

Capt. Paul Savia
4287 Oriole Avenue
Daytona Beach, FL 32127

Article V – Members

All franchisees and licensees of Sea Tow Services International, Inc. automatically become members of the corporation upon signing a franchise agreement or license agreement. Membership is terminated when the franchise or license relationship is terminated. A buyer of an existing Sea Tow franchise or license becomes a member upon assuming the seller's franchise or license agreement or by signing a new franchise or license agreement. The seller ceases to be a member.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office and name of the initial registered agent of the corporation are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

Article VII - Incorporator

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

Article VIII- Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

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Article IX - Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Trustees, but the Board of Trustees may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the trustees.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on November 28, 2000.


Keith J. Kanouse, Incorporator

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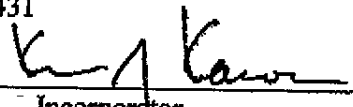
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation not for profit, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the corporation is United Association of Salvage and Towing Operators, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

SIGNATURE 
TITLE Incorporator
DATE November 28, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE November 28, 2000

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