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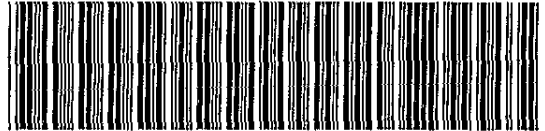
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03 JAN 21 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DAVID K. OAKS, P.A.

ATTORNEY AT LAW

DAVID K. OAKS

JACKIE M. SMITH
CERTIFIED LEGAL ASSISTANT

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January 15, 2002

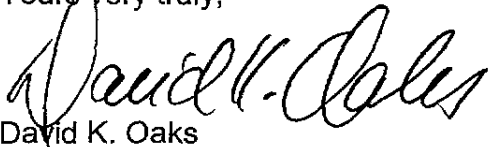
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32302-1500

Re: THE TOWLES GROUP, INC.
Articles of Incorporation

Dear Sir:

Enclosed please find an original and two copies of the Articles of Incorporation for The Towles Group, Inc. Our check in the amount of \$78.75 is enclosed for the filing fee and certified copy. Thank you for your assistance.

Yours very truly,



David K. Oaks

DKO:js
Encl.

ARTICLES OF INCORPORATION
OF
THE TOWLES GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, TIM TOWLES, does hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be THE TOWLES GROUP, INC. a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and mailing address of the corporation is 2825 S. Tamiami Trail, Punta Gorda, FL 33950.

6. MANAGEMENT. This corporation shall have one director, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

TIM TOWLES
2825 S. Tamiami Trail
Punta Gorda, FL 33950

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President/Secretary/Treasurer

TIM TOWLES

2825 S. Tamiami Trail

Punta Gorda, FL 33950

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

TIM TOWLES
2825 S. Tamiami Trail
Punta Gorda, FL 33950

100 shares

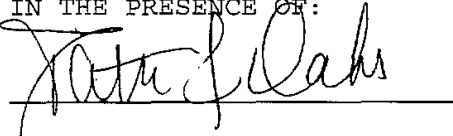
10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

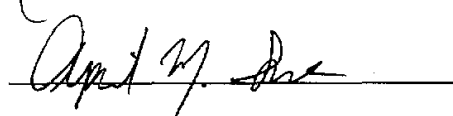
DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue
Punta Gorda, FL 33950

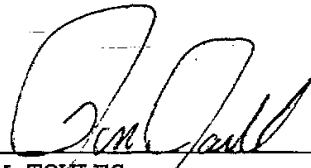
11. BY-LAWS. The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 15th day of January, 2003.

SIGNED AND SEALED
IN THE PRESENCE OF:



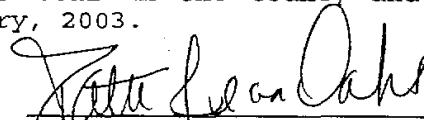



TIM TOWLES
2825 S. Tamiami Trail
Punta Gorda, FL 33950

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **TIM TOWLES**, incorporator of **THE TOWLES GROUP, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 16th day of January, 2003.
My Commission Expires:



Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That THE TOWLES GROUP, INC., desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of Incorporation at City
of Port Charlotte, County of Charlotte, State of Florida, has named DAVID K. OAKS, ESQ.
., County of Charlotte, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.

By David K. Oaks
Resident Agent

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