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LL.M. Taxation

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February 1, 2005

Ms. Dorine Martin
Document Specialist, New Filings Section
Florida Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter No. 705A00005389/Empire Transport, Inc.

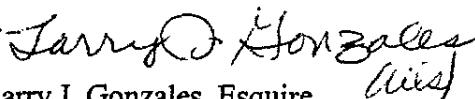
Dear Ms. Martin:

Per your letter of January 26, 2005, a copy of which is enclosed for your referenced, we are enclosing revised Articles of Incorporation for the creation of a new corporation, Empire Towing & Transport of Pasco, Inc. Although your letter stated you were returning our client's check in the amount of \$78.75 for filing fees and certified copies, it was not enclosed, so we are assuming you retained it.

Please process this request at your earliest opportunity and return the file-stamped copy of the Articles of Incorporation and certified copy of same to this office.

Thank you for your assistance and if you have any questions, please do not hesitate to contact me.

Very truly yours,


Larry J. Gonzales, Esquire

LJG/kls
Enclosures

cc: Mr. Frank Pack (w/enclosures)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 26, 2005

LARRY J. GONZALES, P.A.
2655 MCCORMICK DRIVE, SUITE 212
CLEARWATER, FL 33759

SUBJECT: EMPIRE TRANSPORT, INC.
Ref. Number: W05000004163

We have received your document for EMPIRE TRANSPORT, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 705A00005389

ARTICLES OF INCORPORATION

OF

EMPIRE TOWING & TRANSPORT OF PASCO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 FEB -6 AM 9:15

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **EMPIRE TOWING & TRANSPORT OF PASCO, INC.**, and the address is: 6211 Springer Drive, Port Richey, Florida 34668.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2655 McCormick Drive, Suite 212, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
FRANK PACK	6211 Springer Drive Port Richey, Florida 34668

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
FRANK PACK	6211 Springer Drive Port Richey, Florida 34668

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

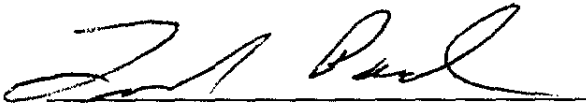
ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 1st day of February, 2005.

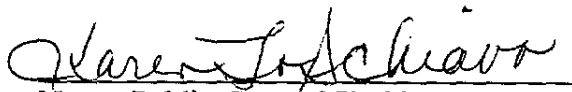

FRANK PACK

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 FEB -4 AM 9:15

The foregoing Articles of Incorporation were acknowledged before me the 1st day of February, 2005, by FRANK PACK, who is personally known to me.



Notary Public, State of Florida

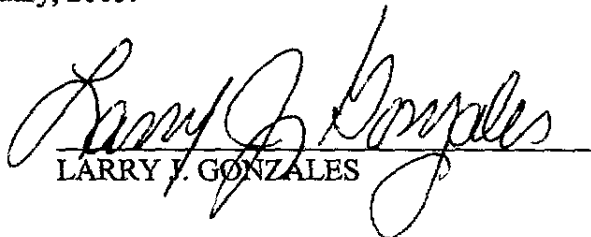
My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated the 1st day of February, 2005.


LARRY J. GONZALES