

P960000067305

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 1349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 AUG 13 PM 3:30
 TALLAHASSEE, FLORIDA
 U.S. DEPT. OF COMMERCE
 SECRETARY OF STATE

JUL 13 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/13		
TIME	11:23		CK No. _____
BY	Best		

WALK-IN
 Will Pick Up _____

RE: Town 'N Country Towing,
Inc.

	O.O. FEE.	DISBURSED
<input type="checkbox"/> Original Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>PLEASE</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 96 AUG 13 PM 12:26
 DIVISION OF CORPORATION

FILED

96 AUG 13 PM 3:30

CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TOWN 'N COUNTRY TOWING, INC.

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: TOWN 'N COUNTRY TOWING, INC.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of vehicle towing, transport, storage, repair, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Stock."

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The address of the Corporation's initial registered office, as well as its principal office and mailing address, is 9447 West Hillsborough Avenue, Tampa, FL 33615. The name of the initial registered agent of the Corporation located at its registered office is Frank W. Rice.

ARTICLE SEVEN

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

Frank W. Rice

9447 W. Hillsborough Avenue
Tampa, FL 33615

ARTICLE EIGHT

The name and street address of the officers of this

corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their successor is elected and has qualified are:

NAME and OFFICE

STREET ADDRESS

Frank W. Rice,
President

9447 W. Hillsborough Avenue
Tampa, FL 33615

Brian J. Rice,
Vice President

9447 W. Hillsborough Avenue
Tampa, FL 33615

Loah Cory McElreath
Secretary

9447 W. Hillsborough Avenue
Tampa, FL 33615

Constance J. Rice
Treasurer

9447 W. Hillsborough Avenue
Tampa, FL 33615

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

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 reservation.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation is FRANK W. RICE, 9447 West Hillsborough Avenue, Tampa, Florida 33615.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 9th day of August, 1996.

Frank W. Rice
FRANK W. RICE, Incorporator

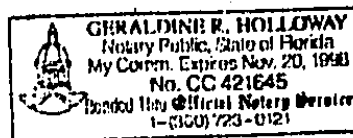
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 9th day of August, 1996, by FRANK W. RICE, who is personally known to me.

Geraldine R. Holloway
Notary Public
Print Name: _____

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT
OF**

FILED
96 AUG 13 PM 3:31
MICHAEL J. RICE
TALLAHASSEE, FLORIDA

TOWN 'N COUNTRY TOWING, INC.

Pursuant to Section 607.325, of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 9447 West Hillsborough Avenue, Tampa, FL 33615, has named FRANK W. RICE at such address, as its agent to accept service of process within the state of Florida.

DATED THIS 9th day of August, 1996.

Frank W. Rice
FRANK W. RICE, Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 9th day of August, 1996.

Frank W. Rice
FRANK W. RICE
(Registered Agent)