

FRED ROBLES
ACCOUNTING AND TAX SERVICES
11334 ARIES DR.
ORLANDO, FL 32837

SIXTH FLOOR, STATE
DEPARTMENT OF
P.O. BOX 617
TALLAHASSEE, FL 32314

NOVEMBER 18, 1996

DEAR SIR:

ENCLOSED PLEASE MY CHECK NO. 1696 TO COVER THE APPLICATION
SOARING ANGELS TOWING SERVICE INC.

IF YOU HAVE ANY QUESTIONS PLEASE DO NOT HESITATE TO CONTACT
ME AT 407-859-8351.

SINCERELY

Fred Robles
FRED ROBLES

ACCOUNTANT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
SOARING ANGELS TOWING SERVICE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

WE, the undersigned subscribers of these Articles of Incorporation, both natural persons, competent to contract and desiring to form a Company under the Laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed company is: SOARING ANGELS TOWING SERVICE, INC.

ARTICLE II

The Company may engage in activity or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock which the company is authorized to have outstanding at any time shall be 500 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this company will begin business shall not be less than \$500.00.

ARTICLE V

This company shall have perpetual existence beginning on date of Incorporation.

ARTICLE VI

The principal office of this Company shall be located at:
1452 E. Osceola Parkway Ste O
Kissimmee, FL 34743

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The name and address of the initial registered agent of this Company is:

LEONIDA PENA
301 Cocon Ct.,
Kissimmee, FL 34758

ARTICLE VIII

This Company shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than two (2). The name and addressee of the initial directors of the Company are:

LEONIDA PENA
301 Cocoa Ct.,
Kissimmee, FL 34758

MARADENISE RODRIGUEZ
2523 Hikers Ct.
Kissimmee, FL 34743

Said Directors are of legal age.

ARTICLE IX

The name and street addresses of the subscriber of these Article of Incorporation:

LEONIDA PENA
301 Cocoa Ct.
Kissimmee, FL 34758

ARTICLE X

The By-Laws of this Company may be created, amended or changed by either the stockholders or the Director (s) at any regular or duly scheduled special meeting.

ARTICLE XI

The Company shall have, in addition to a President and Vice President such other additional officers as may be created from time to time by, and the authorization of, its By-Laws.

ARTICLE XII

All officers, agents and directors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XIII

Every person who is or hereafter shall become a director of this Company, shall be indemnified by the Company against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from, any action suite or proceeding, or whatever nature, to which he is or shall be made a part by reason of his being or having been a director of this Company (whether or not he is made a party to such cost or expenses in incurred by or imposed upon him).

However, an exception is made to above in relation to matters as to which he shall be finally adjudge in such action, suit or proceeding to have derelict in the performance of the duties imposed in him as such director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of Law.

ARTICLE XIV

The Company reserves the rights to amend or repeal any of the provisions contained in these Articles of Incorporation or any of the amendments to them and any right conferred upon the shareholders is subject to these reservations.

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

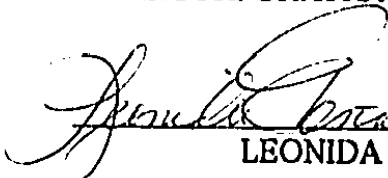
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST- SOARING ANGELS TOWING SERVICE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Kissimmee, County of Osceola, State of Florida has named LEONIDA PENA, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

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

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these ARTICLES OF INCORPORATION this 16 DAY of NOVEMBER 1996.


LEONIDA PENA

STATE OF FLORIDA:

:SS

COUNTY OF ORANGE

I HEREBY CERTIFY that LEONIDA PENA personally appeared before me, authorized officer (s) duly commissioned to administer oaths and take acknowledgments:

to me well known, and known to me to be person who executed the foregoing ARTICLES OF INCORPORATION, and acknowledge that they signed and executed same for the uses and purposes herein stated.

IN WITNESS HEREOF, I have hereunto set my hand and official seal at Orange County, the day and year above written.


Denise Fuentes



DENISE FUENTES
My Commission GC485976
Expires Aug. 03, 1999
Bonded by HIAI
800 422-1888

NOTARY PUBLIC

MY COMMISSION EXPIRES: 8/3/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA