

P97010009036
WACKEEN, CORNETT & GOOGE, P. A.

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STUART, FLORIDA 34995
(407) 286-2990
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January 22, 1997

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: P.S.L. - A.B. - Towing, Inc.

Dear Madam or Sir:

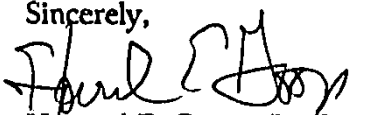
Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for P.S.L. - A.B. Towing, Inc. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be January 22, 1997.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,


Howard E. Googe, Jr., Esq.
HEG/dmj
Enclosures

FILED
97 JAN 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/30/97
LB

ARTICLES OF INCORPORATION

OF

P.S.L. - A.B. - TOWING, INC.

EFFECTIVE DATE
1-22-89
JAN 24 AM 8 51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is P.S.L. - A.B. - Towing, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

ARTICLE V - PREEMPTIVE RIGHTS

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 issuance of fractional shares at the price it is offered to the other purchasers.

of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be January 22, 1997.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of fifty-one (51) percent of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 E. Osceola Street, Suite 102, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

NAME

ADDRESS

Sam Mascia

1921 S.W. Biltmore Street
Port St. Lucie, FL 34984

Randall Nethery

2708 South 29th Street
Fort Pierce, Florida 34981

ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these Articles are:

NAME

ADDRESS

Sam Mascia

1921 S.W. Biltmore Street
Port St. Lucie, FL 34984

Randall Nethery

2708 South 29th Street
Fort Pierce, Florida 34981

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board

FILED
JAN 24 AM 8 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation this 22nd day of January, 1997.


SAM MASCIA

FILED
97 JAN 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of January, 1997, by Sam Mascia, [] who is personally known to me or [X] who has produced FL. DR. LIC as identification and who [X] did or [] did not take an oath.


Signature of Person Taking Acknowledgment

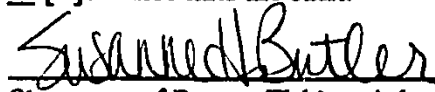
OFFICIAL NOTARY SEAL
MICHAEL J. MCCUSKEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC394688
MY COMMISSION EXPIRES JULY 24, 1998


MICHAEL J. MCCUSKEY
Name of Acknowledger Type, Printed or Stamped


RANDALL NETHERY

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of January, 1997, by Randall Nethery, [] who is personally known to me or [X] who has produced Florida Driver's License # 1B60-720-67-462 as identification and who [X] did or [] did not take an oath.


Signature of Person Taking Acknowledgment

 MY COMMISSION 00208370 EXPIRES
February 5, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Susanna Butler
Name of Acknowledger Type, Printed or Stamped

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
P.S.L. - A.B. - TOWING, INC.**

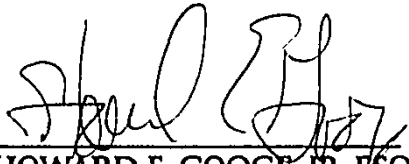
In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That P.S.L. - A.B. Towing, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port St. Lucie, County of St. Lucie, State of Florida, has appointed Howard E. Googe, Jr., Esq., 401 East Osceola Street, Suite 102, Stuart, Florida 34994, 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 the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 22nd day of January, 1997.


HOWARD E. GOOGE, JR. ESQ.