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DON REID Attorney-at-Law

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February 18, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/19/97--01021--007
****122.50 ****122.50

RE: Elite Auto Center of Gainesville, Inc., O'MALLEY'S ALLEY, INC. and
Stan's Towing and Recovery, Inc.

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporations. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

1. Articles of Incorporation filing fee, \$35.00
2. Certified copy of Articles of Incorporation, \$52.50.
3. Registered Agent Designation Filing Fee, \$35.00.

for each corporation totalling \$122.50 each.

If the corporation name requested is not available, please call us immediately.

Thank you for your cooperation.

Sincerely,

Don Reid

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DWR:ww
Encls.

ARTICLES OF INCORPORATION
OF
Stan's Towing and Recovery, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers hereby associate themselves to form a corporation:

ARTICLE I.

NAME: The name of this corporation is Stan's Towing and Recovery, Inc.

ARTICLE II.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III.

STOCK: This corporation is authorized to issue 100 shares of stock at \$1.00 value per share.

ARTICLE IV.

ADDRESS AND AGENT: The street address of the initial and principal office of this corporation is 907 SW THIRD STREET, GAINESVILLE, FLORIDA 32601. The name of the initial registered agent of this corporation is DON REID.

ARTICLE V.

DIRECTORS: This corporation shall have ONE director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

DON REID
907 SW THIRD STREET
GAINESVILLE, FL 32601

ARTICLE VI.

AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation

shareholders is subject to this reservation.

ARTICLE VII.

SUBSCRIBERS: The name and street address of each person signing these Articles of Incorporation as a subscriber is

DON REID
114 S.E. FIRST STREET
GAINESVILLE, FL 32601

ARTICLE VIII.

SECTION 1244 STOCK: The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

DATED THIS 11TH DAY OF FEBRUARY, 1997.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared DON REID to me known to be the person described in or who produced an identification personally known, and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she signed the same freely and voluntarily for the uses and purposes therein stated.

WITNESS my hand and official seal at GAINESVILLE, ALACHUA County, Florida, this 11TH day of FEBRUARY 1997.

Vickie L. Scott
Notary Public, State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM
PROCESS AUGUST BE SERVED:

In compliance with section 48.091, Florida Statutes, the
following is submitted:

First, that Stan's Towing and Recovery, Inc., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of GAINESVILLE, County
of ALACHUA, State of Florida, has named DON REID located at 907 SW
THIRD STREET, GAINESVILLE, FLORIDA 32601, as its agent to accept
service of process within the State of Florida.

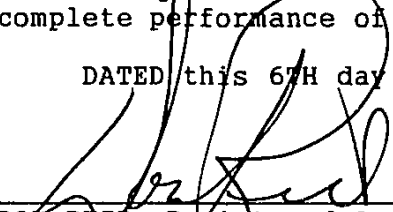
DATED this 6TH day of February, 1997.



DON REID, Director

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

DATED this 6TH day of February, 1997.



DON REID, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA