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JOHN L. WILLIS

ATTORNEY AT LAW

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February 21, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

3/1/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 28 PM 2:34

Re: Articles of Amendment and Articles of Incorporation

Dear Sir/Madam:

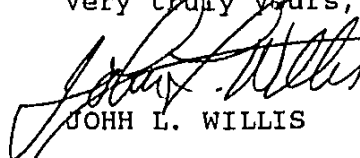
Enclosed with this letter you will please find two Articles of Amendment to be filed in the appropriate corporation files. As you can see this changes the names of these corporations effective February 28, 1997.

In addition, you will please find two new corporations' Articles to be filed. Please note that the names being given to the new corporations are similar to the ones being changed by the Articles of Amendment. These corporations are all owned by the same individual and with the abandonment of the names by the previous corporations effective February 28, 1997, it is my understanding that these names will be available for use by the new corporations on March 1, 1997. If any further documentation is necessary, please notify me immediately.

Finally, you will find my checks for the appropriate filing fees with regard to the two Articles of Amendment and the two Articles of Incorporation. I am requesting certified copies of the two Articles of Incorporations being filed and have furnished appropriate fees for that.

Thank you for your cooperation in this matter.

Very truly yours,


JOHN L. WILLIS

JLW/maw
Enclosures
cc

New Prof. Dom.

SP 3/3/97

ARTICLES OF INCORPORATION
OF
ALTAMONTE TOWING, INC.

EFFECTIVE DATE
3/1/97

IN COMPLIANCE with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is:

ALTAMONTE TOWING, INC.

ARTICLE II

The existence of the corporation shall begin on March 1, 1997.

ARTICLE III

The street address of the principal office of the corporation is: 117 Marker Street, Altamonte Springs, Florida 32701.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), all of which shall be common shares. All common shares shall be indentical with each other in every respect and the holders of the common shares shall be entitled to one vote for each share on all matters which shareholders have a right to vote. The shareholders shall have pre-emptive rights.

ARTICLE V

The initial street address of the corporation's registered office is 117 Marker Street, Altamonte Springs, Florida 32701. The initial Registered Agent for the corporation at that address is JAMES MICHAEL SEAMON.

ARTICLE VI

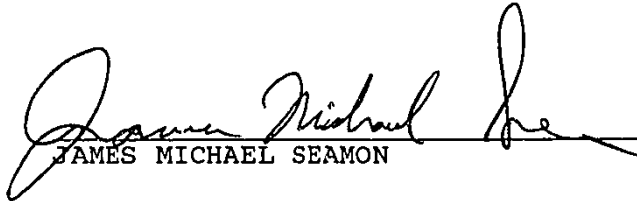
The initial Board of Directors shall consist of one (1) member. The name and address of the person who shall serve as the initial Board of Directors is: JAMES MICHAEL SEAMON, 441 East Center Street, Altamonte Springs, Florida 32701.

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97 FEB 28 PM 2:34

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is JAMES MICHAEL SEAMON, 441 E. Center Street, Altamonte Springs, Florida 32701.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of February.


JAMES MICHAEL SEAMON

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was subscribed and acknowledged before me this 17th day of February, 1997, by JAMES MICHAEL SEAMON, who is personally known to me and known to me to be the incorporator of the above named corporation, who acknowledged before me that he executed same, and an oath was not taken.

WITNESS my hand and official seal this 17th day of February, 1997.

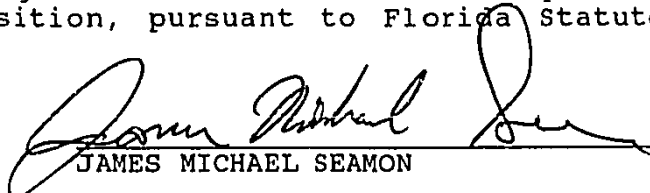


MARY ANN WILLIS
MY COMMISSION # CC308162 EXPIRES
August 29, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Altamonte Towing, Inc., at the place designated in the Articles of Incorporation, the undersigned if familiar with and accepts the obligations of that position, pursuant to Florida Statute 607.0501(3).


JAMES MICHAEL SEAMON

AFFORDABLE LEGAL CLINIC, INC.

426 E. Highway 434 • Winter Springs, Florida 32708

(407) 327-5297 • FAX: (407) 327-1315

PA7000019445

February 19, 1997

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-02/24/97-01121-015
*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

Re: TERRA, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- TERRA, INC.

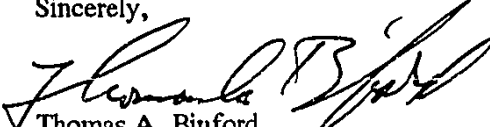
Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
TOTAL	\$70.00

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,


Thomas A. Binford

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 PM 3:49

Enclosures

TAB:rr

97/3/3/97

ARTICLES OF INCORPORATION
OF
TERRA, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE 1. NAME.

The name of the Corporation is TERRA, INC.

ARTICLE II. DURATION.

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE.

This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Section 607.111, Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution and bylaw establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address and mailing address of the initial registered agent of this Corporation is 131 Partridge Circle, Winter Springs, Florida 32708. The principal street address of the Corporation is 131 Partridge Circle, Winter Springs, Florida 32708. The principal mailing address of the Corporation is 131 Partridge Circle, Winter Springs, Florida 32708. The name and address of the initial registered agent of this Corporation is Thomas A. Wuerdeman, 131 Partridge Circle, Winter Springs, Florida 32708.

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:
Thomas A. Wuerdeman, 131 Partridge Circle, Winter Springs, Florida 32708.

ARTICLE VIII. PRE-EMPTIVE 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 same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS.

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19TH day of FEB, 1997.

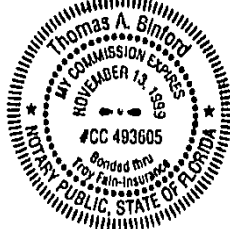

THOMAS A. WUERDEMAN

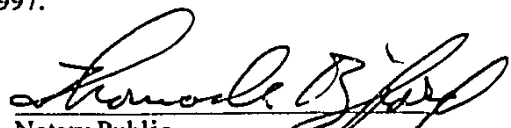
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS A. WUERDEMAN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed. THOMAS A. WUERDEMAN presented FLA. DR
LIC. # W635-821-57-178-0 as identification.

WITNESS my hand and official seal at Winter Springs, County of Seminole, State of Florida, this 19TH day of FEB, 1997.




Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 PM 3:49

CERTIFICATE OF REGISTERED AGENT
FOR
TERRA, INC.

DESIGNATION

I, THOMAS A. WUERDEMAN, as the Incorporator named in the Articles of Incorporation of TERRA, INC., a corporation for profit, hereby designate THOMAS A. WUERDEMAN as Registered Agent for the service of process within the State of Florida for TERRA, INC. The street address and mailing address of the initial registered agent of this Corporation is . The principal street address of the Corporation is 131 Partridge Circle, Winter Springs, Florida 32708. The principal mailing address of the Corporation is 131 Partridge Circle, Winter Springs, Florida 32708. The name and address of the initial registered agent of this Corporation is THOMAS A. WUERDEMAN, 131 Partridge Circle, Winter Springs, Florida 32708 This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.


THOMAS A. WUERDEMAN

ACCEPTANCE

I, THOMAS A. WUERDEMAN, doing business at the street address of 131 Partridge Circle, Winter Springs, Florida 32708 do hereby consent to my appointment as Registered Agent for the service of process upon TERRA, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.


THOMAS A. WUERDEMAN