

LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

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June 20, 1997

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Business Litigation
Also Admitted to District of Columbia
Certified Mediator

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File No.
44.00186

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

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*****122.50 *****122.50

Re: TowMasters of Ocala, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of TowMasters, Inc., and our check made payable to your order in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours sincerely,

Russell W. LaPeer

Russell W. LaPeer
For the Firm

RWL:am

Enclosures: Original and Copy of Articles of Incorporation
Check for \$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 24 PM 3:05

RP
6-25-97

ARTICLES OF INCORPORATION

of

TowMasters of Ocala, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 24 PM 3:05

The undersigned incorporator is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is 'TowMasters of Ocala, Inc.'

ARTICLE II

DURATION: This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business, as authorized by law.

ARTICLE IV

PRINCIPAL OFFICE: The principal office of the corporation shall be 950 N.E. 16th Street, Ocala, Florida, 34470, until otherwise determined by the shareholders or directors of the corporation, in accordance with the by-laws of the corporation.

ARTICLE V

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00.

At the commencement of the corporation's existence and operation, 100% of the corporation's common stock may be issued and sold.

Each share of authorized stock which is initially issued and sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Russell W. LaPeer, whose address is 445 N.E. 8th Avenue, Ocala, Florida 34470, who has signed these articles of incorporation thereby indicating his acceptance and agreement to act in that capacity, in accordance with Fla. Stat. § 607.0501.

ARTICLE VII

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the by-laws of the corporation, and said Board shall be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to agreement of the shareholders, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name and address

of the first Board of Directors is:

Douglas C. Prendergast, 950 N.E. 16th Street, Ocala, Florida, 34470.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above named director. This director shall hold office until their successors are duly elected and qualified.

ARTICLE VIII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until his successors are elected and qualified:

President:	Douglas C. Prendergast
Vice President:	Susan Patricia Prendergast
Secretary-Treasurer:	Douglas C. Prendergast

ARTICLE IX

INCORPORATOR: The name and address of the incorporator of the corporation is Douglas C. Prendergast, 950 N.E. 16th Street, Ocala, Florida 34470.

ARTICLE X

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by 66% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE XI

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XII

BY-LAWS: The power to adopt, alter, amend or repeal the by-laws shall be vested exclusively in the Board of Directors.


ARTICLE XIII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a 75% vote of all issued, outstanding stock.

ATTESTATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20 day of June, 1997.

WITNESSES:



Ramon W. Lober



Douglas C. Prendergast, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Douglas C. Prendergast, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of June, 1997.

SEAL/STAMP

Russell W. Lapeer
NOTARY PUBLIC

My commission expires:

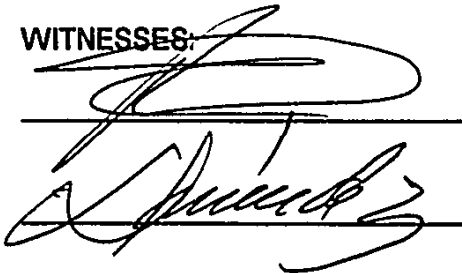


RUSSELL W. LAPEER
My Comm. Exp. 1/29/2001
Bonded By Service Inc
No. CC607088
() Personally Known () Other I.D.

ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned registered agent, being fully familiar with the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this 20th day of June, 1997.

WITNESSES:





Russell W. LaPeer, Registered Agent


STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W. LaPeer, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of June, 1997.

SEAL/STAMP



NOTARY PUBLIC
Adrienne C. McAlevy
My commission expires: 11/19/97



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 24 PM 3:05