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June 23, 1997

FEDERAL EXPRESS

Department of state
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

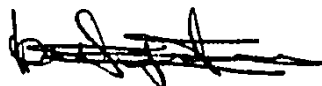
Dear Sir or Madam:

Enclosed please find the following:

1. A signed original and one copy of the Articles of Incorporation for Willow Towing, Inc. (The "Corporation").
2. A check in the amount of \$78.75 for the required fees (\$70.00 for incorporation And \$8.75 for a certificate of status).

Please date stamp and return the enclosed copy of the Articles of Incorporation and a certificate of status as to the Corporation to the undersigned at the address set forth below. Should you have any questions regarding this matter, please telephone the undersigned at (305) 551-6201. Thank you.

Very truly yours,



Eduardo Santagostino
11430 S.W. 47 St.
Miami, FL 33165

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DIVISION OF CORPORATION
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1997

EDUARDO SANTAGOSTINO
11430 SW 47 ST.
MIAMI, FL 33165

SUBJECT: WILLOW TOWING, INC.
Ref. Number: W97000014977

We have received your document for WILLOW TOWING, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 297A00033984

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
FOR
WILLOW TOWING, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is "Willow Towing, Inc.

ARTICLE II

The principal office and mailing address of the Corporation is c/o Eduardo Santagostino, 11430 S.W. 47th St., Miami, FL 33165.

ARTICLE III

The duration of the Corporation is to be perpetual.

ARTICLE IV

The Corporation may engage in any activity or business permitted under the laws of the State of Florida

ARTICLE V

The Corporation shall have authority to issue 1,000 common shares, \$.01 per value.

ARTICLE VI

The street address of the initial registered office of the Corporation is 11430 S.W. 47th St., Miami, FL 33165. The name of the Corporation's registered agent at such address is Eduardo Santagostino.

ARTICLE VII

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The initial Board of Directors of the Corporation shall have one member who is Eduardo Santagostino whose address is 11430 S.W. 47th St., Miami, FL 33165.

ARTICLE VIII


The name and address of the incorporator is Eduardo Santagostino, 11430 S.W. 47th St., Miami, FL 33165.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, makes and files these Articles of Incorporation this 19th day of June, 1997.



Eduardo Santagostino, Incorporator

IN WITNESS WHEREOF, I, Eduardo Santagostino, having been named the Registered Agent and to accept service of process for the Corporation at the place designated in these Article of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 19th day of June, 1997.



Eduardo Santagostino
Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

Sworn to and subscribed before me by Eduardo Santagostino, who personally appeared this 19th day of June, 1997.

NOTARY PUBLIC:

Sign: 



DAISY M. MEDINA
MY COMMISSION # CC311404 EXPIRES
August 26, 1997
BONDED THROUGH TROY PAUL INSURANCE, INC.

WRITTEN CONSENT OF THE DIRECTORS

OF

WILLOW TOWING, INC.

Organization of Willow Towing, Inc.

Pursuant to Section 607.0205, Florida Statutes, the undersigned, being all of the directors of Willow Towing, Inc. (The "Corporation"), acting by written consent in lieu of a formal organizational meeting of the Board of Directors, do hereby adopt, approve and authorize the actions set forth below, and direct the Secretary of the Corporation to place this record of these actions set forth herein in the minutes of the proceedings of the Board of Directors of the Corporation.

1. The Board of Directors hereby approves and adopts the Articles of Incorporation of the Corporation filed with the Florida Department of State.. The Board of Directors hereby directs the Secretary of the Corporation to place a copy of such Articles of Incorporation in the minute book of the Corporation.

2. The Board of Directors hereby approves and adopts the Bylaws attached to this written Consent as the Bylaws of the Corporation.

3. The Board of Directors hereby fixes the number of members of the Board of Directors at one member.

4. The Board of Directors hereby appoints the following individual(s) to the offices set forth beside their respective names to serve until their successors are elected and qualified or until their earlier death, resignation or removal from office:

Eduardo Santagostino President, Treasurer, and Secretary

5. The Board of Directors hereby authorizes the sale of 10 shares of Common Stock at \$1.00 per share to Eduardo Santagostino for an aggregate price of \$10.00, which consideration shall be paid in the form of cash.

6. The Board of Directors hereby approves and adopts the printed form resolutions, if any, attached hereto authorizing the establishment of bank accounts and the transaction of other specified banking business with the banking institutions described in such printed form resolutions.

7. The Board of Directors hereby authorizes and directs each of the officers of the Corporation, subject to the direction of the President, to execute and deliver from time to time in the name and on behalf of the Corporation such documents, instruments, certificates and notices and to do and perform any and all such other actions and things as may to any of them and to counsel for the Corporation seem necessary or proper to implement and effect the foregoing actions,, and hereby ratifies and confirms any such actions.

Executed by the undersigned, who constitute all of the members of the Board of Directors of the Corporation, effective as of June 19, 1997.


Eduardo Santagostino

STATE OF FLORIDA

COUNTY OF DADE

Sworn to and subscribed before me by Eduardo Santagostino, who personally appeared this 19th day of June, 1997.

NOTARY PUBLIC:

Sign: 



DAISY M. MEDINA
MY COMMISSION # CG311404 EXPIRES
August 26, 1997
BONDED THRU TROY FAIR INSURANCE, INC.