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DAVID C. LANIGAN, J.D., LL.M.

Attorney & Counselor at Law

One Tampa City Center ♦ Suite 2350
201 North Franklin Street
Tampa, Florida 33602
(813) 229-6008

dlanigan@sprintmail.com

September 10, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Articles of Incorporation of Werner Towing Service, Inc.

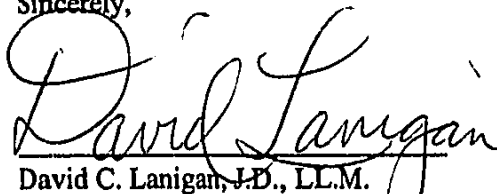
Dear Sirs:

Enclosed are:

1. The original of the Articles of Incorporation of Werner Towing Service, Inc. and the Acceptance by Registered Agent;
2. My trust account check in the amount of \$70.00 to cover the filing fee; and
3. A copy of the Articles of Incorporation of Werner Towing Service, Inc. to be file stamped and returned to me in the self-addressed stamped envelope.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,


David C. Lanigan, J.D., LL.M.

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DIVISION OF CORPORATIONS
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9-17-97
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ARTICLES OF INCORPORATION of WERNER TOWING SERVICE, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 16 PM 2:42

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the laws of the State of Florida, as follows.

ARTICLE I

Name

The name of the Corporation is **Werner Towing Service, Inc.**

Address

The street address of the initial principal office and, if different, the mailing address of the Corporation is **10303 Tanner Road; Tampa, FL 33610.**

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence **September 11, 1997**, as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of providing vehicle towing services to the public and engaging in any and all other lawful businesses.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions

or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promotor, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 10,000 shares of one dollar (\$.10) par value common stock, which shall be designated Common Stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o David C. Lanigan, One Tampa City Center, Suite 2350, 201 N. Franklin St., Tampa, FL 33602, and the name of its initial registered agent at such address is David C. Lanigan.

ARTICLE VII

Director(s)

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than three (3) directors. The name and address of the initial director of the Corporation, who shall serve until his successor or successors are duly elected and qualified, is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Philip W. Werner	10303 Tanner Road Tampa, FL 33610

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

David C. Lanigan

One Tampa City Center; Ste 2350
201 N. Franklin Street
Tampa, Florida 33602

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws may be exercised by the Corporation's Board of Directors or shareholders as provided in Sections 607.1020, 607.1021, and 607.1022, Florida Statutes (1995), as amended.

ARTICLE X

Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI

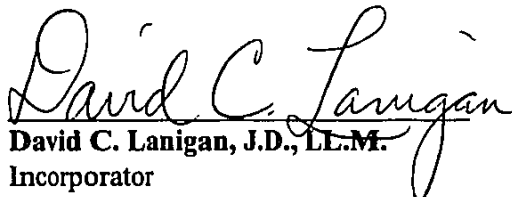
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this Sept. 10, 1997.

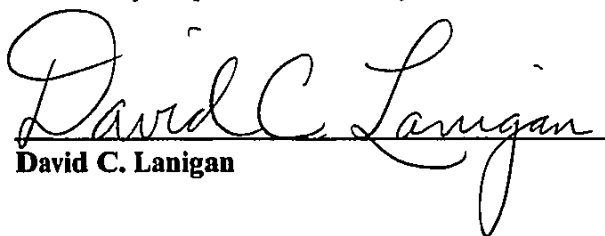

David C. Lanigan, J.D., LL.M.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o David C. Lanigan, One Tampa City Center, Suite 2350, 201 N. Franklin St., Tampa, FL 33602, I hereby agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated:

Sept 10, 1997


David C. Lanigan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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