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KURTZ ACCOUNTING SERVICE

13205 U.S. HIGHWAY ONE
SUITE 500
JUNO BEACH, FL 33408

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TALLAHASSEE, FLORIDA Telephone (561) 627-1236
Fax (561) 627-2652

Secretary Of State
Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

To Whom It May Concern;

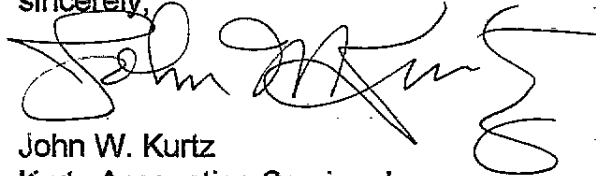
Please see the enclosed original and copy of the Articles of Incorporation for:

PRIME TOWING OF THE PALM BEACHES, INC.

Also enclosed is our check in the amount of \$122.50 to cover the charges of the Incorporation of said company.

If there are any questions regarding this application, please call us at the number listed above.

sincerely,



John W. Kurtz
Kurtz Accounting Service, Inc.

encl:

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ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation of liability, rights, privileges and immunities of a corporation for profit.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of the corporation shall be:

PRIME TOWING OF THE PALM BEACHES, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of Common Stock of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of the principal office of the corporation shall be:

**211 EVERNIA STREET
JUPITER, FL 33458**

The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have One Director initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director is:

**KEVIN F. NOACK
211 EVERNIA STREET
JUPITER, FL 33458**

ARTICLE VIII, INCORPORATOR

The name and address of the Incorporator is :

**KEVIN F. NOACK
211 EVERNIA STREET
JUPITER, FL 33458**

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Federal Internal Revenue Code.

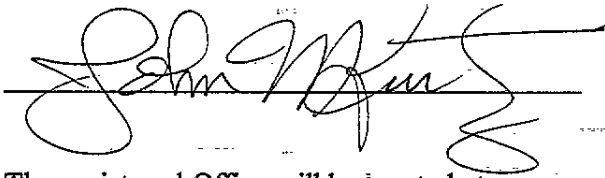
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ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Registered Agent, **JOHN W. KURTZ** located at **13205 U.S. Highway One, Suite 500, Juno Beach, Fl. 33408-2242** accepts this position as signed below:

A handwritten signature in black ink, appearing to read "John W. Kurtz", is written over a horizontal line.

The registered Office will be located at:

**13205 U.S. Highway One, Suite 500
Juno Beach, Fl 33408-2242**

In Witness Whereof, the undersigned, as subscribing incorporator, have hereinto set my hand and seal this 26 day of December, 19 97 for the purpose of forming this Corporation under the laws of Florida and hereby make and file in the office of The Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.



Incorporator