

P980000/8824

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TALLAHASSEE, FLORIDA

05 SEP 26 AM 9:18

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As 9/27/05
Amend & closed



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 14, 2005

JUMPIN JAX TAX INC.
ATTN: JACK MALERBA
1940 HARRISON ST, SUITE 201C
HOLLYWOOD, FL 33020-5072

SUBJECT: WEST BROWARD TOWING, INC.
Ref. Number: P98000018824

We have received your document for WEST BROWARD TOWING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ① The date of adoption of each amendment must be included in the document.
- ② The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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 (850) 245-6957.

Pamela Smith
Document Specialist

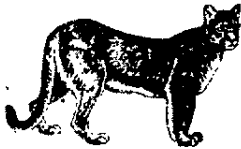
Letter Number: 905A00056753

- ① ARTICLE I, Section 1.02 [PAGE 1]
- ② ARTICLE II, Section 2.05 [PAGE 2, Top]

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FLORIDA DEPARTMENT OF STATE



Jumping Jax TaxSM
"Life, Liberty and the Pursuit of Profit!"
(800) 203-2347

JUMPING JAX TAX INC.
1940 Harrison St., Ste. 201C
Hollywood, FL 33020-5072
(954) 927-6988 or (800) 203-2347



Fax (800) 859-8215
jack@jumpingjastax.com

Admitted to Practice before the Internal Revenue Service

GUARANTEE

When I am the original tax preparer I will represent you or your business entity for free within 3 years from the filing date of the related tax return, including extensions of time to file but excluding extensions of time to pay tax any taxes owed, if you or your business entity have fully paid me for the related tax return, should the Internal Revenue Service, state revenue service, state labor department as it relates to the state unemployment tax, audit the related tax return.

I exclude an amended tax return unless I was the original tax preparer. I also exclude any tax return where my tax advice is ignored. I reserve the right to refer you or your business entity to a qualified attorney in appropriate jurisdiction at your expense or your business entity's expense should I view that the situation warrants it. I do not assure the outcome of any audit in any way.

PRIVACY

I do not disclose any private information about my clients or former clients to any entity, except as instructed to do so by such clients, or as required by law. I restrict access to our clients' or former clients' private information to those professionals necessary to prepare tax returns and income tax compilations. I maintain physical, electronic and procedural safeguards to protect my clients' or former clients' private information.

PAYMENT

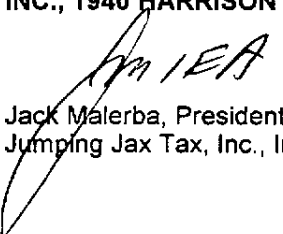
You or your business entity must pay 50% of my fee before I start work any tax returns. The remaining 50% of my fee must be paid before I will mail the tax return to you or your business entity. Tax Management Service clients cannot be more than 3 months in arrears unless I grant a written waiver to exceed this requirement. I will not file any tax return for you or your business entity unless the entire fee is paid (means funds available in the business checking account of Jumping Jax Tax, Inc. without recourse) 3 business days before the due date of the tax return.

31 August 2005

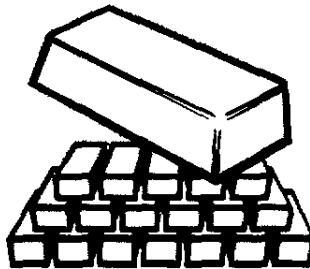
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314-6327

Dear Document Specialist:

Please process the attached documents and mail the certified copy to the incorporator **JUMPING JAX TAX, INC., 1940 HARRISON ST., STE. 201C, HOLLYWOOD, FL 33020-5072**. I appreciate your help.


Jack Malerba, President
Jumping Jax Tax, Inc., Incorporator

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
FOR
K & A AUTO TRANSPORT, INC.**



FILED
05 SEP 26 AM 9:18
TALLAHASSEE, FLORIDA

Article I. Preamble

Section 1.01 **WEST BROWARD TOWING, INC.**, a Florida Profit Corporation in good standing with the Florida Department of State, Document Number **P98000018824**, shall restated and amend its Articles of Incorporation effective the filing date of these Restated and Amended Articles of Incorporation with the Florida Department of State. **These Restated and Amended Articles of Incorporated shall supersede all prior Articles of Incorporation for the Corporation.**

Section 1.02 **The Sole Director and Sole Shareholder Ken Alberga adopted these Restated and Amended Articles of Incorporation effective 1 September 2005.** He holds 100% of all class of all outstanding common shares of capital stock of this Corporation, the only shares issued for this Corporation, **the votes cast by Alberga for the Restated and Amended Articles of Incorporation for this Corporation was sufficient for approval by the Shareholders of all voting groups, following § 607.1006(6), Florida Statutes.**

Article II. Restated and Amended Articles of Incorporation

Section 2.01 The Name of the Corporation

- (1) The name of the Corporation shall be amended to **K & A AUTO TRANSPORT, INC.**, hereinafter referred to as the Corporation.

Section 2.02 The Purpose of the Corporation

- (1) The Corporation shall engage in any activity or business permitted under the Florida Business Corporation Act.

Section 2.03 The Principle Office of the Corporation

- (1) The mailing and street address of the principal office of this Corporation is **11201 NW 15TH Pl., Pembroke Pines, FL 33026-2601.**

Section 2.04 The Term of Existence of the Corporation

- (1) The Corporation shall have a perpetual existence.

Section 2.05 The Incorporator for the Corporation

- (1) The name and the street address of the Incorporator of this Corporation is **Jack Malerba, EA, Inc., 8551 West Broward Blvd., Ste. 102, Plantation, FL 33322-4007.**

Section 2.06 The Officers of the Corporation

- (1) **Ken Alberga is the President and Secretary of this Corporation.** His address is 11201 NW 15TH Pl., Pembroke Pines, FL 33026-2601.
- (2) There are no other Officers.

Section 2.07 The Directors of the Corporation

- (1) **The Sole Director of this Corporation is Ken Alberga and his address is 11201 NW 15TH Pl., Pembroke Pines, FL 33026-2601.**

Section 2.08 Corporate Capitalization

- (1) The maximum number of shares that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of \$.01.
- (2) All holders of shares of common stock shall be identical with each other in every and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to 1 vote for each share on all matters on which Shareholders have the right to vote.
- (3) Only common shares of capital stock shall be issued with preemptive right to subscribe to or buy additional common shares, which may or may not have voting rights, to comply with provisions of Title 26 of United States Code, §§ 1361 and 1362.
- (4) All holders of common stock shares, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

Section 2.09 Small Business Corporation Election

- (1) Shareholders cannot transfer common shares in this Corporation that would revoke the Small Business Corporation Election.

Section 2.10 Power of the Corporation

- (1) The Corporation shall have the same powers as an individual to do all things necessary to carry out its business, subject to the restrictions imposed by these Restated and Amended Articles of Incorporation, the Bylaws of the Corporation or the Florida Business Corporation Act.

Section 2.11 Effective Date of the Corporation

- (1) The original filing date of the Corporation is the effective date of the Corporation.

Section 2.12 Amendments to the Articles of Incorporation

- (1) The Board of Directors of the Corporation shall have the power to amend the Articles of Incorporation of the Corporation with the supermajority (67%) approval of the Shareholders by filing a Restated and Amended Articles of Incorporation with the Florida Department of State following the Florida Business Corporation Act.

Section 2.13 The Bylaws of the Corporation

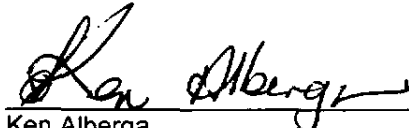
- (1) The Board of Directors of the Corporation shall have the power to make, amend or repeal the Bylaws of the Corporation with the approval of a supermajority (67%) of the Shareholders.

Section 2.14 The Shareholders are the Registered Owners of the Corporation

- (1) *The Shareholders are the registered owners of the Corporation.* The Corporation shall keep an up-to-date record of the name and address of all Shareholders.

Section 2.15 The Registered Agent of the Corporation

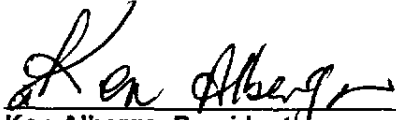
- (1) The name and Florida Street address of the Registered Agent is **KEN ALBERGA, 11201 NW 15TH PL., Pembroke Pines, FL 33026-2601.**
- (2) As the Registered Agent of the Corporation, Ken Alberga agrees to accept service of process for K & A Auto Transport, Inc. at the its street address. He hereby accepts the appointment as Registered Agent and agrees to act in this capacity. He further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of his duties, and it is familiar with and it accepts the obligations of Registered Agent for this Florida Profit Corporation.



Ken Alberga,
Registered Agent

Section 2.16 Acknowledgement

The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Ken Alberga, President
K & A AUTO TRANSPORT, INC.

