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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PHANTOM RECOVERY, INC.

AUDIT NUMBER.....H98000013166

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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(7) H98000013166
ARTICLES OF INCORPORATION

OF

PHANTOM RECOVERY, INC.

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I
NAME

The name of the Corporation shall be PHANTOM RECOVERY, INC.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business regarding repossession, recovery and towing of any vehicle of any and every nature whatsoever, permitted under the laws of the United States and of this State. This corporation reserves the right, if it so wishes, to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock

By: Gary J. Rotella & Associates, P.A.
Broward Financial Centre
500 East Broward Boulevard
Penthouse II
Fort Lauderdale, Florida 33394-3084

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for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Thousand (1000) shares.

ARTICLE V.
CAPITALIZATION

The corporation will begin business with not less than One Thousand Dollars (\$1,000).

ARTICLE VI.
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Rosemarie U. Duran at 16331 88th Road North, Loxahatchee, Florida 33470.

ARTICLE VII.
REGISTERED OFFICE

The initial registered office of this Corporation shall be:

16331 88th Road North
Loxahatchee, Florida 33470

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ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 16331 88th Road North, Loxahatchee, Florida 33470, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX.
DIRECTORS

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:
- | | |
|-----------------|---|
| ROSEMARIE DURAN | 16331 88th Road North
Loxahatchee, Florida 33470 |
| SUZANNE WABUDA | Loxahatchee, Florida 33470 |
- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.

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2. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X.
INCORPORATOR

The name and address of the person signing these Articles is:

ROSEMARIE DURAN

16331 88th Road North
Loxahatchee, Florida 33470

ARTICLE XI.
OFFICERS

The names and addresses of the initial officers of this Corporation are as follows:

ROSEMARIE DURAN
President - Treasurer

16331 88th Road North
Loxahatchee, Florida 33470

SUZANNE WABUDA
Vice President - Secretary

16331 88th Road North
Loxahatchee, Florida 33470


ARTICLE XII.
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

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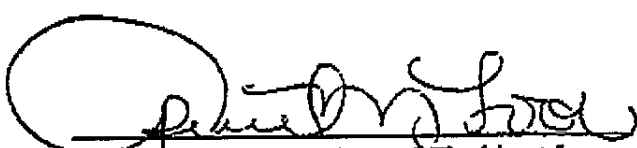
I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hand and seal this 15th day of July, 1998.


ROSEMARIE U. DURAN

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared ROSEMARIE DURAN, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 15th day of July, 1998.


NOTARY PUBLIC, State of Florida at Large
April M. Loo
Printed/Typed Name of Notary Public

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PHANTOM RECOVERY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 16331 88th Road North, Loxahatchee, Florida 33470, has named Rosemarie U. Duran at 16331 88th Road North, Loxahatchee, Florida 33470, as its registered agents to accept service of process within this State.

Signature: Rosemarie U. Duran

ROSEMARIE U. DURAN

Date: July 15, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of our duties.

Rosemarie U. Duran
ROSEMARIE U. DURANDATED: July 15, 1998

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