# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 21, 1998

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET STE. 1 TALLAHASSEE, FL 32302

SUBJECT: TOWING WORLD CLERMONT, INC.

Ref. Number: W98000019223

We have received your document for TOWING WORLD CLERMONT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

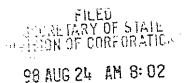
THE ADDRESS OF THE CORPORATION MUST BE CONSISTANT. ARTICLE I AND X LIST DIFFERENT ADDRESSES FOR THE CORPORATION.

Please return the original and one copy of 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) 487-6878.

Letter Number: 898A00043608

John Nedeau Document Specialist



## **ARTICLES OF INCORPORATION**

<u>OF</u>

## TOWING WORLD CLERMONT, INC.

### ARTICLE I. NAME

The name of this corporation shall be TOWING WORLD CLERMONT, INC., whose post office address is 1262 Common Court, Clermont, Florida 34711.

#### ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

#### ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

#### ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

Articles Of Incorporation Of TOWING WORLD CLERMONT, INC.

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#### V. OFFICERS

The following individuals have been elected to the offices set opposite their names, to serve until their successors are elected and qualified:

President JOHN SANCHEZ, 1262 Common Court,

Clermont, Florida 34711

Vice President ELIZABETH O'NEAL, 1262 Common Court,

Clermont, Florida 34711

Secretary BONNIE RODRIGUEZ, 1262 Common Court,

Clermont, Florida 34711.

Treasurer KIMBERLY MCCABE, 1262 Common Court,

Clermont, Florida 34711.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase

of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

## ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOHN SANCHEZ, 1262 Common Court, Clermont, Florida 34711

ELIZABETH O'NEAL, 1262 Common Court, Clermont, Florida 34711.

#### ARTICLE IX. INDEMNIFICATION

Articles Of Incorporation Of TOWING WORLD CLERMONT, INC.

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This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

# ARTICLE X INITIAL REGISTERED OFFICE & AGENT

The address of . this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD.

# ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

John. Sauchez, 1262 Common Court, Clermont, FL 34711.

# ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

JOHN SANCHEZ - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of TOWING WORLD CLERMONT, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for TOWING WORLD CLERMONT, INC.

S. CRAIG WAKEFIELD - Registered Agent

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CHETARY OF STATE

ON STORY OF CORPORATION

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State Of Florida County Of Osceola

On Angust 20, 1998, S. CRAIG WAKEFIELD, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida-driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TOWING WORLD CLERMONT, INC.

Notary Public Multiple

(Notary Public - Printed Or Typed Name)

Dorendra Renet McCall MY COMMISSION # CC520194 EXPIRES April 24, 2000 BONDED THRU TROY FAIN INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

State Of Florida County Of Osceola

On <u>\$-10-98</u>, JOHN SANCHEZ, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TOWING WORLD CLERMONT, INC.

<u>Llandu</u> Mm McCell Notary Public

(Notary Public - Printed Or Typed Name)

Dorendra Renet McCall
MY COMMISSION # CC520194 EXPIRES
April 24, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Commission Expiration Date & Commission Number:

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