

P98000073988

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April 17, 2002

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

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-04/19/02--01074--001
*****35.00 *****35.00

Re: Towing World Clermont, Inc. – Amendment to Articles of
Incorporation

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Amendment to the Articles of Incorporation of the referenced non-profit corporation, together with a check in the amount of \$35.00.

Please file the original and return the copy with the filing information stamped thereon to the undersigned at the address above.

If there are any questions, please be so kind as to call me collect.

Sincerely,



Richard D. Baxter, Esq.

RDB/mm
Enclosure

FILED
02 APR 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN APR 23 2002

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
TOWING WORLD CLERMONT, INC.

FILED
02 APR 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **TOWING WORLD CLERMONT, INC.** and it was incorporated in the state of Florida on August 24, 1998 and given document number P98000073988.

2. ARTICLE IV of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:


ARTICLE IV. CAPITAL STOCK

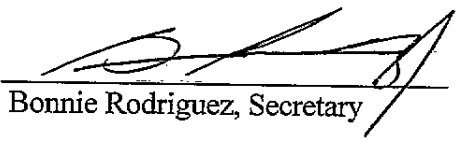
The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be seven thousand five hundred (7,500) shares of common stock having a par value of One (\$1.00) Dollar per share.

3. ARTICLES V, VI, AND VII of the Corporation's Articles of Incorporation are hereby deleted.

4. Said amendments were adopted by the unanimous consent of the Corporation's directors and shareholders on April 10, 2002.

IN WITNESS WHEREOF, the President and Secretary of this Corporation have executed these Articles of Amendment on behalf of the Corporation on this 10th day of April, 2002.


John Sanchez, President


Bonnie Rodriguez, Secretary

**WRITTEN ACTION OF THE
BOARD OF DIRECTORS AND SOLE SHAREHOLDERS OF
TOWING WORLD CLERMONT, INC.
IN LIEU OF ANNUAL MEETING**

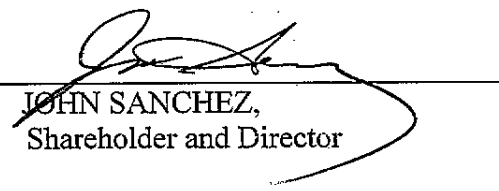
The Undersigned, being all of the members of the Board of Directors and representing all of the shares of the issued and outstanding stock of TOWING WORLD CLERMONT, INC., a Florida corporation (the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding the same, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes and the Bylaws of this Corporation:

RESOLVED, that the amendments to the Articles of Incorporation of the Corporation, as set forth in the Articles of Amendment To The Articles of Incorporation of Towing World Clermont, Inc., a copy of which is attached hereto as Exhibit A, are hereby adopted and approved;

RESOLVED, that the President and Secretary of this Corporation are hereby authorized and directed to execute the said Articles of Amendment To The Articles of Incorporation of Towing World Clermont, Inc. and to cause the same to be duly filed by the Secretary of State of the State of Florida; and

RESOLVED, that the proper officers of this Corporation are hereby authorized to take all such further action, and to execute and deliver all such further documents, in the name of and on behalf of this Corporation, and to pay such expenses as in their judgment shall be necessary, proper or advisable to fully carry out the intent and to accomplish the purposes of each of the foregoing resolutions.

April 10, 2002


JOHN SANCHEZ,
Shareholder and Director


BONNIE RODRIGUEZ,
Director