

P99000001350

ROBERT F GILLIS PA
4711 LEXINGTON AVE
JACKSONVILLE, FL 32210-3217
(904) 388-0651/389-5930

January 1, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SOS TOWING AND RECOVERY OF JAX, CO.

Dear Sirs:

500002729565--3
-01/04/99--01121--011
*****122.50 *****78.75

Enclosed are the original and one (1) copy of the Articles of Incorporation of the above named proposed Florida Corporation. Also, enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. Hopefully, all is in order.

Thank you for your help with this matter.

EFFECTIVE DATE
Jan 1, 1999

Very truly yours,



Robert F. Gillis

for: Robert F. Gillis, P. A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -4 PM12:25

FILED

Rmc
1-6-99

**ARTICLES OF INCORPORATION OF
SOS TOWING AND RECOVERY OF JAX, CO.**

As Adopted this 1st day of January, 1999

ARTICLES OF INCORPORATION

EFFECTIVE DATE
Jan 1, 1999

These Articles of Incorporation are signed by the Incorporators for the purpose of forming a profit Corporation as follows:

Article I

NAME

The name of the Corporation is SOS Towing and Recovery of Jax, Co.

Article II

PURPOSE

The purpose or purposes for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Business Corporation Act of the State of Florida.

Article III

POWERS OF THE CORPORATION

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

- a) To sue, complain and defend in the corporate name.
- b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be imposed or affixed or in any other manner reproduced.
- c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- e) To lend money and use its credit to assist corporate employees.
- f) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign

FILED
99 JAN -1 PM 2:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

- g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.
- h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested.
- i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.
- j) To make donations for the public welfare or for charitable, scientific or educational purposes.
- k) To transact any lawful business which the Board of Directors find will be an aid of governmental policy.
- l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

Article IV

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Article V

SHARES

The total authorized stock is 1000 common shares of one dollar (\$1.00) par value per share.

Article VI

NO NEED FOR ACTUAL SHAREHOLDER MEETING

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

Article VII

DIRECTORS

The initial Board shall consist of two (2) Directors and the names and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors can be elected and qualified are:

James L. Hamilton
5042 W. Beaver St.
Tallahassee, FL 32254

Arlen Vernimo
4206 Backpoint Rd.
Jacksonville, FL 32210

Article VIII

CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted for such purposes if:

- 1) the material facts of the transaction and Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

- 2) the material facts of the transaction and the Director's interest were disclosed or known to the Stockholders entitled to vote and they authorized, approved, or ratified the transaction; or
- 3) the transaction was fair to the Corporation.

Article IX

SPECIAL PROVISIONS FOR CLOSE CORPORATION STATUS

The Corporation is a close Corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All such shares and securities shall be subject to restrictions on transfer as permitted by Florida Statutes Chapter 607. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than seventy-two (72) persons in the aggregate.

The Corporation shall elect to be taxed as an S corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock.

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as an S corporation.

Article X

REGISTERED OFFICE AND PRINCIPAL OFFICE

The address of the initial registered office is:

SOS Towing and Recovery of Jax, Co.
4206 Backpoint Rd.
Jacksonville, FL 32210

The name of the initial resident agent at the registered office is: Arlen Vernimo.

Article XI

INCORPORATORS

The name(s) and business address(es) of the Incorporator(s) are as follows:

James L. Hamilton
5042 W. Beaver St.
Tallahassee, FL 32254

Arlen Vernimo
4206 Backpoint Rd.
Jacksonville, FL 32210

Article XII

TERM

The term of existence of the Corporation shall be perpetual.

Article XIII

DISSOLUTION

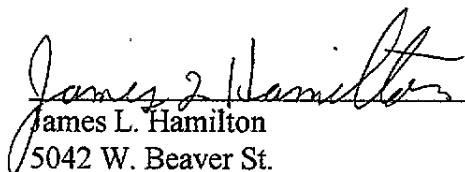
This Corporation may be dissolved at any time upon the affirmative vote of fifty percent (50%) of all shares entitled to vote.

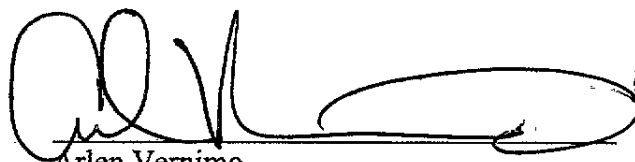
Article XIV

EFFECTIVE DATE

The effective date of Incorporation shall be January 1, 1999.

In witness whereof, the undersigned, the Incorporator(s) of the above-named Corporation, have hereunto signed there Articles of Incorporation on this 1st day of January, 1999.


James L. Hamilton
5042 W. Beaver St.
Tallahassee, FL 32254


Arlen Vernimo
4206 Backpoint Rd.
Jacksonville, FL 32210

STATE OF FLORIDA
COUNTY OF DUVAL

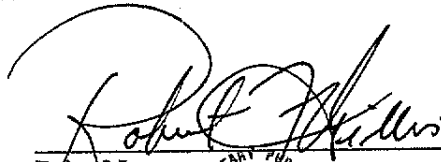
On this 1st day of January, 1999, before me, personally appeared ARLEN VERNIMO, one of the persons who signed the foregoing Articles of Incorporation, who produced Individual Known as identification, and acknowledged that said Articles are his act and deed and that the facts stated therein are true.



Print Name: ROBERT F GILLIS
Notary Public My Commission CC485982
My Commission Number is:
My Commission Expires: Expires Oct. 22, 1999

STATE OF FLORIDA
COUNTY OF DUVAL

On this 1st day of January, 1999, before me, personally appeared JAMES L. HAMILTON one of the persons who signed the foregoing Articles of Incorporation, who produced Individual Known as identification, and acknowledged that said Articles are his act and deed and that the facts stated therein are true.



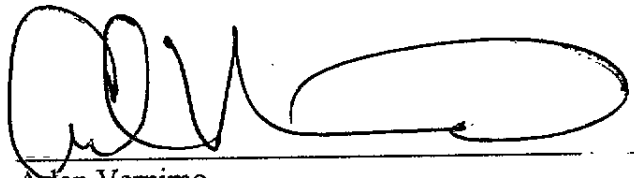
Print Name: ROBERT F GILLIS
Notary Public My Commission CC485982
My Commission Number is:
My Commission Expires: Expires Oct. 22, 1999

SOS Towing and Recovery of Jax, Co.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
99 JAN -4 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Arlen Vermimo
4206 Backpoint Rd.
Jacksonville, FL 32210
Date: January 1, 1999