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LAW OFFICES OF
BOGOSIAN & POWER

CHARTERED
2041 FOURTEENTH AVENUE
VERO BEACH, FLORIDA 32960

RICHARD P. BOGOSIAN*
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*ADMITTED IN MASSACHUSETTS
AND FLORIDA

OF COUNSEL
DEBRA M. SMITH

April 13, 1999

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

Re: PHELPS GARAGE & TOWING, INC.

100002849791--4
-04/23/99--01087--014
****122.50 *****78.75

Ladies & Gentlemen:

Please find enclosed two executed copies of the Articles of Incorporation and Registered Agent Certificate for the above corporation.

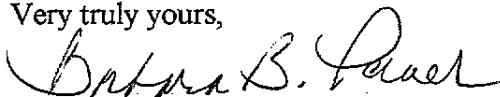
Also enclosed is my check, in the amount of \$122.50 to cover the following charges:

Filing Fee	\$35.00
Certified Copy	\$52.00
Registered Agent	\$35.00

Total \$122.50

Please forward the certified copy at your earliest convenience.

Very truly yours,



Barbara B. Power
BBP:bp
encls.

FILED
99 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. ENCL APR 27 1999

ARTICLES OF INCORPORATION
OF
PHELPS GARAGE & TOWING, INC.

FILED
99 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I-NAME

The name of the corporation is PHELPS GARAGE & TOWING, INC.

ARTICLE II-LOCATION

The principal office and mailing address of PHELPS GARAGE & TOWING, INC. is located in Sebastian, Indian River County, Florida at 1102 Louisiana Avenue, Sebastian, Florida 32958.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

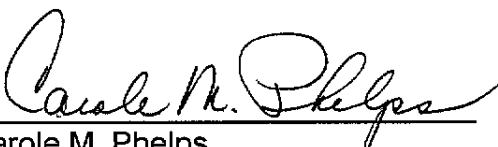
ARTICLE IV-INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent are Carole M. Phelps, 1053 Palmetto Avenue, Sebastian, Florida 32958.

ARTICLE V-INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is Carole M. Phelps, 1053 Palmetto Avenue, Sebastian, Florida 32958.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 20th day of April, 1999.


Carole M. Phelps
Incorporator

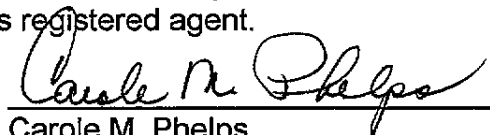
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR
PHELPS GARAGE & TOWING, INC.**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PHELPS GARAGE & TOWING, INC.
2. The name of the initial registered agent is Carole M. Phelps.
3. The address of the registered agent\registered office is 1053 Palmetto Avenue, Sebastian, Florida 32958.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and 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 obligation of my position as registered agent.


Carole M. Phelps
Registered Agent

Dated April 20, 1999.

FILED
99 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA