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DELMER C. GOWING III, P.A.

101 S.E. 6TH AVENUE

DELRAY BEACH, FLORIDA 33483-5261

ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III\*  
ROBERT R. ADLER

TELEPHONE (561) 276-0990  
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\*ALSO ADMITTED IN  
MICHIGAN AND ILLINOIS

July 13, 1999

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

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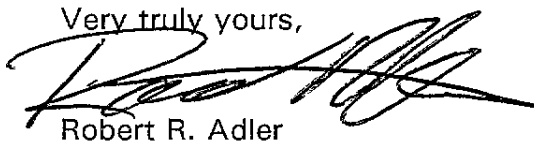
RE: Incorporation of 1-800-AutoTow Florida, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for 1-800-AutoTow Florida, Inc. together with a check in the amount of \$78.75 made payable to the Department of State to cover the state filing fee as well as the charge for a certificate of incorporation therefore. Thank you

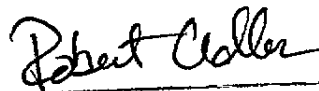
EFFECTIVE DATE  
7-13-99

Very truly yours,

  
Robert R. Adler

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99 JUL 16 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RRA/bb  
enclosure



AUTHORIZATION BY PHONE TO  
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7-23-99  
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**DELMER C. GOWING III, P.A.**

101 S.E. 8TH AVENUE  
DELRAY BEACH, FLORIDA 33483-5361  
ATTORNEYS AND COUNSELORS AT LAW

DELMER C. GOWING, III\*  
ROBERT R. ADLER

\*ALSO ADMITTED IN  
MICHIGAN AND ILLINOIS

TELEPHONE (561) 276-0990  
TELECOPIER (561) 276-5003

July 23, 1999

**VIA FACSIMILE & U.S. MAIL**

Carolyn Batten  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

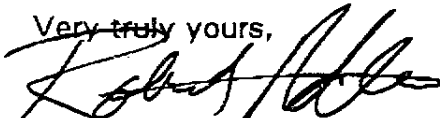
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99 JUL 16 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: 1-800-AutoTow Florida, Inc.

Dear Ms. Batten:

The undersigned represents 1-800-AutoTow, Inc. Please be advised that 1-800-AutoTow Florida, Inc. is being formed as a subsidiary of 1-800-AutoTow, Inc. and therefore its formation and name useage is explicitly authorized and directed by 1-800-AutoTow, Inc. Should you have any questions, please feel free to contact me.

Very truly yours,

  
Robert R. Adler, Esq.

RRA/bb

**ARTICLES OF INCORPORATION**

EFFECTIVE DATE  
7-13-99

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I**

The name of the corporation shall be 1-800-AutoTow Florida, Inc.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be 1301 North Congress Avenue, Suite 330, Boynton Beach, Florida, 33426.

**ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000.

**ARTICLE IV**

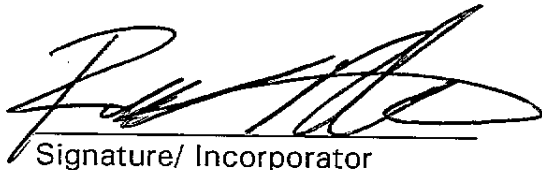
The name and street address of the initial registered agent are: Robert R. Adler, Esquire, Delmer C. Gowing III, P.A., 101 S.E. 6<sup>th</sup> Avenue, Delray Beach, FL 33483-5261.

**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation is: Robert R. Adler, Delmer C. Gowing III, P.A., 101 S.E. 6<sup>th</sup> Avenue, Delray Beach, Florida, 33483.

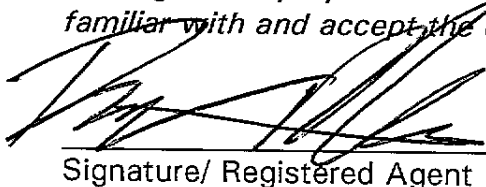
**ARTICLE VI**

The corporation shall become effective as of July 13, 1999.

  
Signature/ Incorporator

7-13-99  
Date

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.*

  
Signature/ Registered Agent

7-13-99  
Date

FILED  
99 JUL 16 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA