



THE UNITED STATES
CORPORATION
COMPANY

P95000095783

ACCOUNT NO. : 072100000032

REFERENCE : 591867 96749A

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pyatt

ORDER DATE : November 6, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 591867-005

CUSTOMER NO: 96749A

CUSTOMER: Rebecca J. Del Medico, Esq
Rebecca J. Del Medico, Esq
14 Tara Lakes Drive East

Boynton Beach, FL 33436

NAME
Chad
Adrian
FILED
97 NOV 26 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SAFE DRIVE, INC.

300002340503--5

EFFECTIVE DATE: 11-5-97

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glaser

EXAMINER'S INITIALS:

RECEIVED
97 NOV -6 PM 1:37
DIVISION OF CORPORATION

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SAFE DRIVE, INC.**

97 NOV -6 PM 12:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby certify that the following Amendment to the Articles of Incorporation was unanimously approved by the holders of all of the outstanding shares of common stock of Safe Drive, Inc. (the "Company") on the 1st day of November 1997.

Article I - Name and Principal Address

The name of this corporation is North Florida Traffic School, Inc. Its principal address is 8031 Philips Highway, Suite 17A, Jacksonville Florida 32256.

Article III - Capital Stock

This corporation is authorized to issue 100,000,000 shares of, \$.0001 par value, common stock and 40,000,000 shares of, \$.0001 par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

Article VII - Board of Directors

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article IX - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article X - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

Article XII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XIII - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 5th day of November 1997.

(CORPORATE SEAL)

Charles A. Carroll
Charles Carroll, Chairman