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BARBARA B. MATHEWS

ATTORNEY AT LAW
Old Towne Square
5336 Highway 98 North
Lakeland, Florida 33809

Telephone (941) 859-5992

Fax: (941) 859-6037

November 7, 1996

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 NOV 12 PM 12:43

RE: American Safe Driver Schools, Inc.

000002008780--5
-11/19/96--01160--010
***157.50 ***157.50

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, with the Certificate of Designation of Registered Agent attached. Also enclosed is an Application for Reservation of Corporate Name.

A check in the amount of \$157.50 is enclosed to cover the following fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Reserve Name		35.00
Registered Agent		35.00
Designation	\$	157.50

RECEIVED
95 NOV 13 AM 10:07
DIVISION OF CORPORATIONS

Please provide a certified copy of the Articles of Incorporation and your certificate of filing to the above address.

Thank you for your assistance.

Sincerely,

Barbara B Mathew

BARBARA B. MATHEWS, ESQUIRE

BBM:jfk
enclosures

gjk 11/14/96

EFFECTIVE DATE

01/01/97

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 12 PM 12:43

AMERICAN SAFE DRIVER SCHOOLS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I - Name

The name of the corporation is **American Safe Driver Schools, Inc.**

**ARTICLE II - Principal Office
and Mailing Address of the Corporation**

The address of the principal office of the corporation is 2159 Combee Road S., Lakeland, FL 33801, and its mailing address is the same.

ARTICLE III - Effective Date and Corporate Duration

The corporation shall begin existence on January 1, 1997, which shall be the effective date of filing of these Articles. The corporation shall exist perpetually until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The aggregate number of share which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

The corporation elects to have preemptive rights.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The number of directors constituting the initial board of directors of the corporation is two. The number of directors may thereafter be increased or decreased, or eliminated entirely in favor of shareholder management from time to time in accordance with the bylaws of the corporation or shareholders' agreement.

The name and address of each person who is to serve as a member of the initial board of directors is:

Name
Gary D. McCoy
Janis Fay McCoy

Address
1405 Ridgegreen Loop N., Lakeland, FL 33809
1405 Ridgegreen Loop N., Lakeland, FL 33809

ARTICLE VII - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE VIII

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE IX - Registered Office and Agent

The street address of the initial registered office of the corporation is 2159 Combee Road S., Lakeland, FL 33801, and the name of its initial registered agent at such address, is Gary D. McCoy.

ARTICLE X - Incorporators

The name and address of each incorporator is:

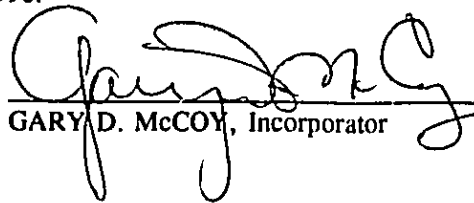
Name _____

Address _____

Gary D. McCoy

1405 Ridgegreen Loop N., Lakeland, FL 33809

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 5th day of November, 1996.

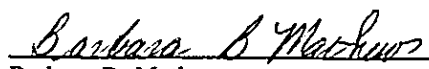
 (SEAL)
GARY D. MCCOY, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared GARY D. MCCOY, known to me or who produced Florida Driver License as identification, and known by me to be the persons who executed the foregoing articles of incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and official seal this 5th day of Nov., 1996, at Lakeland, Polk County, Florida.

(SEAL)


Barbara B. Mathews
Notary Public, State of Florida at Large
My Commission Expires: April 13, 1999

TO: Department of State
Tallahassee, Florida 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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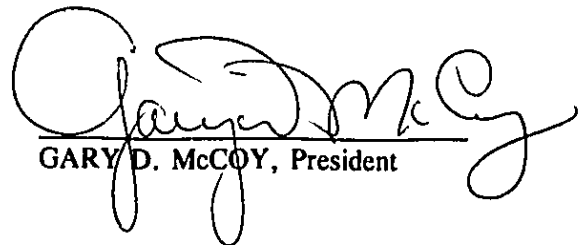
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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 corporations is: AMERICAN SAFE DRIVER SCHOOLS, INC.
2. The name and address of the registered agent and office is:

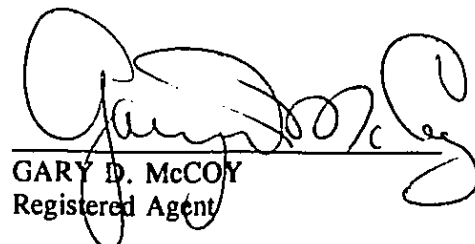
Gary D. McCoy
2159 Combee Rd. S.
Lakeland, FL 33801

DATED: Nov 3 1996


GARY D. McCOY, President

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 to 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.

DATED: Nov 5 1996


GARY D. McCOY
Registered Agent