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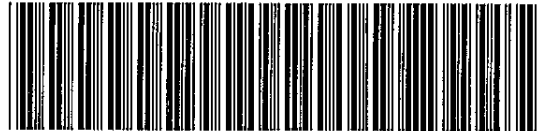
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 793053 7182187

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 2002

ORDER TIME : 11:06 AM

ORDER NO. : 793053-085

CUSTOMER NO: 7182187

CUSTOMER: Mr. Dennis Song
Driveone Inc.
140 Sylvan Avenue 3rd Floor
Englewood Cliff, NJ 07632

FOREIGN FILINGS

NAME: TOP DRIVER FINANCIAL SERVICES,
INC.

File

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TOP DRIVER FINANCIAL SERVICES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 01-0665116
(FEI number, if applicable)
4. 3/25/02
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/02
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 140 SYLVAN AVENUE, 3RD FLOOR
ENGLEWOOD CLIFFS, N.J. 07632
(Current mailing address)
8. TO CONDUCT DRIVER TRAINING, AND GENERALLY ANY LAWFUL BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CSC
Office Address: 1201 HAYS ST.
TALLAHASSEE, FL, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Bonnie H. Yerry
(Registered agent's signature)

Bonnie H. Yerry, Asst. Vice-President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: DENNIS SONG

Address: 135 E. 54th St. 3A

NY, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

VICE President: CANDLER PIERCE

Address: 222 NEW LONDON TPK.

WYOMING, RI 02898

Vice President: DENNIS SONG

Address: 135 E. 54th St. 3A

NY, NY 10022

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

DENNIS SONG, VP & CFO

(Typed or printed name and capacity of person signing application)

Delaware

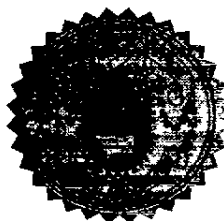
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOP DRIVER FINANCIAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOP DRIVER FINANCIAL SERVICES, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3506005 8300

AUTHENTICATION: 2051855

020657471

DATE: 10-24-02