



THE UNITED STATES
CORPORATION
COMPANY

F99000005982

ACCOUNT NO. : 072100000032

REFERENCE : 466093 7182187

AUTHORIZATION :

Patric Pigott

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1999

ORDER TIME : 3:43 PM

ORDER NO. : 466093-005

400003048004--6

CUSTOMER NO: 7182187

BK

CUSTOMER: Mr. Robert Feingold
Top Driver Inc.
140 Sylvan Avenue 3rd Floor

Englewood Cliff, NJ 07632

FOREIGN FILINGS

NAME: TOP DRIVER-1-888-TRAFFIC
SCHOOL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

~~*****~~

CONTACT PERSON: Tamara Odom

FILED
STATE
DIVISION OF CORPORATIONS
99 NOV 17 AM 11:23

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 17 PM 4:43

RECEIVED

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 AM 11:23

1. TOP DRIVER - 1-888-TRAFFIC-SCHOOL, 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. 22-3676314

(FEI number, if applicable)

4. AUGUST 11, 1999

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(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, NEW JERSEY 07632

(Current mailing address)

8. TO CONDUCT ANY LAWFUL BUSINESS, TO PROMOTE ANY LAWFUL PURPOSE, AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY
(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: Corporation Service Company

Office Address: 1201 Hays Street

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, Assist. Sect.
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: TOP DRIVER, INC.

Address: 140 SYLVAN AVENUE
ENGLEWOOD CLIFFS, New Jersey 07632

Director: _____

Address: ~~140 SYLVAN AVENUE~~
~~ENGLEWOOD CLIFFS, New Jersey 07632~~

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

President: SEBASTIAN GIORDANO

Address: 140 SYLVAN AVENUE
ENGLEWOOD CLIFFS, New Jersey 07632

Vice President: ROBERT FEINGOLD

Address: 140 SYLVAN AVENUE
ENGLEWOOD CLIFFS, New Jersey 07632

Secretary: ROBERT FEINGOLD

Address: 140 SYLVAN AVENUE
ENGLEWOOD CLIFFS, New Jersey 07632

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. _____

ROBERT A. FEINGOLD, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 NOV 17 AM 11:23