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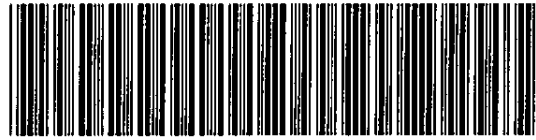
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Education Professionals Non-Profit Corp.

**DOCUMENT NUMBER:** N06000012208

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brower ROBERTS

(Name of Contact Person)

Education Professionals Non-Profit Corporation

(Firm/ Company)

2109 Bayshore Blvd, Suite 804

(Address)

Tampa, FL 33606

(City/ State and Zip Code)

For further information concerning this matter, please call:

Brower ROBERTS

(Name of Contact Person)

at (813) 793-7468

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Education Professionals Non-Profit Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

N06000012208

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Education Professionals Non-Profit, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated Articles of Incorporation  
are on the following two pages

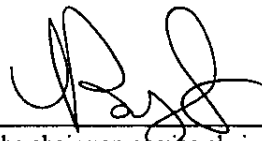
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: April 15, 2007

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) ~~was~~ (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Brower ROBERTS

(Typed or printed name of person signing)

Incorporator and President

(Title of person signing)

**FILING FEE: \$35**

**AMMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF EDUCATION PROFESSIONALS NON-PROFIT CORPORATION  
TO EDUCATION PROFESSIONALS NON-PROFIT, Inc.**

Pursuant to provisions of Section 617.1007 Florida Statutes,  
the Articles of Incorporation of Education Professionals Non-Profit Corporation,  
a Florida non-profit corporation, originally filed with the Florida Department of State  
on the effective date of December 1, 2006 with assigned document number N06000012208  
is hereby amended and restated in their entirety as follows:

**The undersigned acting as Incorporator of a corporation not-for profit  
under the Florida Not-For-Profit Corporation Act, adopts the following  
Articles of Incorporation for such corporation:**

**1. NAME:**

1.1 The name of this corporation shall be Education Professionals Non-Profit Inc., herein referred to as Ed-Pros.

**2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:**

2.1 Principal place of business of Ed-Pros is 2109 Bayshore Blvd. Suite 804, Tampa, FL 33606, and the Ed-Pros mailing address is P.O. Box 1806, Tampa, FL 33601-1806

**3. INCEPTION AND DURATION OF CORPORATE EXISTENCE**

3.1 Education Professionals, Non-Profit Corporation came into existence on December 1, 2006, and the original Articles were filed within 90 days before that date or within 5 business days after that date. These amended articles were filed to become effective on May 1, 2007.

3.2 The duration of this corporation shall be perpetual.

**4. CHARITABLE PURPOSES**

4.1 Education Professionals Non-Profit Corporation shall operate exclusively for charitable purposes within the meaning of 501 (c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future tax code. The Board of the corporation shall develop and implement programs to further the purposes described herein.

4.2 Ed-Pros shall assist in facilitating the life skills education of high school students (attending or exiting high school with or without a diploma), plus anyone up to and including twenty-five years of age who drives four wheel road vehicles (automobiles, vans, SUVs and pickup trucks weighing up to 6,000 pounds). Ed-Pros provide learning resources, innovative programs, technologies and tools, to teach and inspire

students during non-school hours. The mission of this endeavor is to continuously assess and track each student's progress, providing evaluations to parents, recommend driving instructors and/or tutors. Ed-Pros works to advance each driver's knowledge and develop life long driving skills to ultimately improve, enhance, and save lives. We help young drivers become more educated, safer and responsible citizens, thus "Saving Lives through Education."

- 4.3 To implement the mission, ED-PROS shall design and bring about appropriate programs including: organizing community support and facilitating public awareness centered on education and advanced driving skills; host public awareness events; initiate community projects to strengthen the ethic of care for young drivers in the community, for example quality of driving indicators; facilitate a grassroots network that links together communities that can work to implement improvements in driver education; offer guidance to individuals and families who wish to improve their child's driving safety; produce community television shows that entertain, educate and enlighten and are centered on safe driving; and to propose, develop and deliver positive driving education and traffic safety initiatives and activities.

## 5. BOARD OF DIRECTORS

- 5.1 The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number and qualifications of the Directors shall be as provided in the By-Laws. The Directors shall be elected or appointed as provided in the By-Laws of the corporation. The initial Board of Directors shall be appointed by the incorporator at the organizational meeting of the organization.

## 6. REGISTERED OFFICE/AGENT - ACCEPTANCE

- 6.1 The name and address of the initial registered agent and principal office address:  
Registered Agent: BROWER ROBERTS  
Registered Office: 2109 Bayshore Boulevard #804; Tampa, FL 33606  
Principal Office: 2109 Bayshore Boulevard #804; Tampa, FL 33606  
By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

## 7. INCORPORATOR

- 7.1 The name and address of the Incorporator(s) signing these Articles of Incorporation is:  
BROWER ROBERTS, 2109 Bayshore Boulevard, #804; Tampa, FL 33606.

*In Witness Whereof*, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation effective on April 16, 2007.



\_\_\_\_\_  
Brower Roberts, INCORPORATOR