

FILING COVER SHEET  
ACCT. #FCA-14

60000018066

CONTACT: CINDY HICKS

DATE: 2-21-00

600003141016--4  
-02/21/00-01043--023  
\*\*\*\*128.75 \*\*\*\*128.75

REF. #: 0164. 10759

CORP. NAME: Scotti School of Defensive  
Driving, Incorporated

- ☐ ARTICLES OF INCORPORATION    ☐ ARTICLES OF AMENDMENT    ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT    ☐ TRADEMARK/SERVICE MARK    ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION    ☐ LIMITED PARTNERSHIP    ☐ LIMITED LIABILITY  
☐ REINSTATEMENT    ☐ MERGER    ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION    ☐ UCC-1    ☐ UCC-3  
☒ OTHER: Certificate of Domestication

STATE FEES PREPAID WITH CHECK# 7076 FOR \$ 128.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING  
☐ CERTIFICATE OF STATUS

Examiner's Initials \_\_\_\_\_

FILED  
00 FEB 21 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 FEB 21 PM 9:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

☐ PLAIN STAMPED COPY

T. SMITH FEB 21 2000

Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

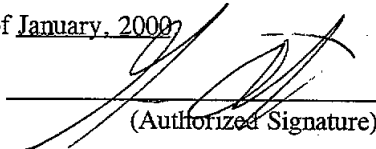
The undersigned, Marc Oltramare, President  
(Name) (Title)

of Scotti School of Defensive Driving, Incorporated a foreign corporation,  
(Corporation Name)

in accordance with Florida Statutes, Section 607.1801 does hereby certify:

1. The date on which the corporation was first formed was July 5, 19 78.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the Commonwealth of Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Scotti School of Defensive Driving, Incorporated.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Scotti School of Defensive Driving, Incorporated.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the Commonwealth of Massachusetts.

I am President, of Scotti School of Defensive Driving, Incorporated and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so as of this 31 day of January, 2007

  
(Authorized Signature)

**Filing Fee:**  
Certification of Domestication  
Articles of Incorporation and Certified Copy  
Total to domesticate and file

\$ 50.00  
\$ 78.75  
\$128.75

FILED  
00 FEB 21 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SCOTTI SCHOOL OF DEFENSIVE DRIVING, INCORPORATED**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation (the "Corporation") shall be **Scotti School of Defensive Driving, Incorporated** and its principal place of business shall be located at 1383 General Aviation Drive, Melbourne International Airport, Melbourne, Florida 32935.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall be domesticated in the State of Florida pursuant to Fla. Stat. § 607.1801; shall accordingly commence corporate existence as of July 5, 1978, the date which the Corporation commenced its existence in the Commonwealth of Massachusetts; and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**  
**CAPITAL STOCK**

1.     **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue Twelve Thousand Five Hundred (12,500) shares of voting common stock, having no (\$0.00) par value.

2.     **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3.     **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall also constitute payment or part payment for the issuance of stock of the Corporation.

4.     **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be **CorpDirect Agents**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the initial director of this Corporation is:

Marc Oltramare  
1383 General Aviation Drive  
Melbourne International Airport  
Melbourne, Florida 32935

## ARTICLE VII

### INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Marc Oltramare, 1383 General Aviation Drive, Melbourne International Airport, Melbourne, Florida 32935.

## ARTICLE VIII

### BYLAWS

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

## ARTICLE IX

### INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

## ARTICLE X

### AMENDMENT

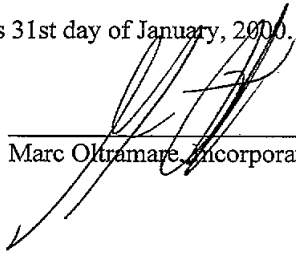
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI

### HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name as of this 31st day of January, 2000.



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Marc Oltramare, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**Scotti School of Defensive Driving, Incorporated** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 1383 General Aviation Drive, Melbourne International Airport, Melbourne, Florida 32935, has named and designated: **CorpDirect Agents**, with its registered office located at: 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **Scotti School of Defensive Driving, Incorporated** (the "Company") at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 31st day of January, 2000.

**CORPDIRECT AGENTS**

By: *Cynthia A. Hicks*  
Name: Cynthia A. Hicks  
Title: Vice President

Registered Agent

FILED  
00 FEB 21 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA