

PO4000102247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400055809454

06/09/05--01018--008 \*\*35.00

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

05 JUN - 9 AM 11:23

FILED

Rs 6/10/05  
Amend +lesh/wc

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Auto University Inc.

**DOCUMENT NUMBER:** P04000102247

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

Please return all correspondence concerning this matter to the following:

Lauren Ilvento

(Name of Contact Person)

c/o Draves and Beame, PA

(Firm/ Company)

120 East Concord Street

(Address)

Orlando, Florida 32801

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Lauren Ilvento

(Name of Contact Person)

at ( 407 ) 423 - 1183

(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  
409 E. Gaines Street  
Tallahassee, FL 32399

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AUTO UNIVERSITY INC.**

**FILED**  
05 JUN -9 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AUTO UNIVERSITY INC.**, a corporation duly organized under the Florida Business Corporation Act, (the "Corporation") does hereby certify:

1. The current name of the Corporation is: **AUTO UNIVERSITY INC.** The original Articles of Incorporation were filed with the Florida Department of State on July 9, 2004.
2. These Amended and Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation. The amendments and restatements herein set forth have been duly approved by a vote of the Shareholders sufficient to approve the amendments stated herein in accordance with Chapter 607, Florida Statutes, on ~~May~~ <sup>June</sup> 3, 2005.
3. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is: **AUTO UNIVERSITY, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is: 55 Brown Avenue, Butler, N.J. 07405.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful acts and activities permitted under Chapter 607, Florida Statutes and any and all other applicable Florida laws.

**ARTICLE IV - STOCK**

The aggregate number of shares that the Corporation shall have authority to issue is 10,000,000 shares.

**ARTICLE V - OPTIONS TO PURCHASE SHARES**

No shareholder, director, officer, agent or other representative of the Corporation may grant any option to purchase any shares of stock in the Corporation, including, but not limited to, any option to purchase shares at a future date and/or at a certain price, unless such option is consented to in a writing executed by each and all of the shareholders and directors of the Corporation.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The name and address of the Registered Agent of the Corporation is: Donna L. Draves, Esq., 120 East Concord Street, Orlando, Florida 32801.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator was L. Joseph Schmoke, 761 N.E. Harbour Drive, Boca Raton, Florida 33431.

**ARTICLE VIII - INDEMNIFICATION**

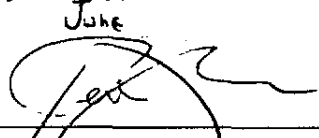
From the date of these Amended and Restated Articles of Incorporation, the Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, personal representatives, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 3 day of ~~May~~<sup>June</sup>, 2005.

By:

Name:

Title:

  
\_\_\_\_\_  
President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **AUTO UNIVERSITY, INC.**, being organized under the laws of the State of Florida with its registered office, as indicated in the Amended and Restated Articles of Incorporation, at: 120 East Concord Street, Orlando, Florida 32801 has named Donna L. Draves, Esq. as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: May 3, 2005.  
June

By:   
Donna L. Draves, Esq.  
Registered Agent