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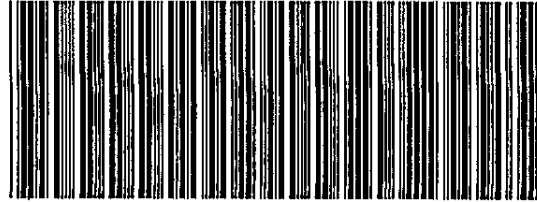
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RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
P.O. BOX 800-111  
AVENTURA, FLORIDA 33280

Telephone Number (305) 792-0088  
Fax Number (305) 792-0676

April 15, 2004

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Filing of enclosed Articles of Incorporation for DRIVEN, Inc.

Dear Filings Section,

Enclosed please find the original and one copy of the Articles of Incorporation for DRIVEN, Inc., a check for payment of the filing fee in the amount of seventy-eight (\$78.75) dollars and seventy five cents, and a self addressed return envelope. Please return to me the enclosed copy of the Articles together with the certificate of filing in the self addressed return envelope.

Thank you.

Very Truly Yours,

*Ramon Tourgeman*  
Ramon Tourgeman, Esq.

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
DRIVEN TO EMPOWER, INC.**

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The undersigned hereby associate together for forming a corporation under the Laws of the State of Florida and pursuant to the provisions of the Statutes of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is DRIVEN TO EMPOWER, INC.

ARTICLE THREE

The principal office, business, and mailing address of the corporation shall be 3303 Fairway Drive, Miami Beach, Florida 33141.

ARTICLE FOUR

This corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of its existence is perpetual.

ARTICLE FIVE

This corporation is organized to conduct any business for profit permitted to be conducted in the State of Florida.

ARTICLE SIX

The total number of shares of stock that the corporation shall have the authority to issue is one thousand (1000) shares with no par value.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by a minimum of two thirds of the Directors at an appropriately held meeting.

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All Stock is to be issued as fully paid and exempt from all assessments.

#### ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is: Ramon Tourgeman, 2091 NE 206 Street, Miami, Florida 33179.

#### ARTICLE EIGHT

The Board of Directors number may be limited by the bylaws. Only shareholders who own at least twenty per cent of the corporation's issued and outstanding shares shall be eligible to serve as Directors. If a director ceases to be a shareholder, then that Directors position on the board shall automatically be deemed to be vacant.

#### ARTICLE NINE

The names and address(es) of the person(s) forming this corporation are:

- |                         |                     |
|-------------------------|---------------------|
| 1. Abraham Elias        | 2. Jamie Avins      |
| c/o Ramon Tourgeman     | c/o Ramon Tourgeman |
| P.O. BOX 800-111        | P.O. BOX 800-111    |
| Aventura, Florida 33280 | Aventura, Florida   |

#### ARTICLE TEN

All actions submitted for shareholder approval shall require a majority of the votes at a meeting at which a quorum is present. A quorum of shareholders shall consist of shareholders present at a meeting who combined hold at least a simple majority of the outstanding shares.

#### ARTICLE ELEVEN

The power to adopt, repeal, alter, or amend these Articles and the by-laws, shall be held by the shareholders and Directors pursuant to the voting procedures and requirements set forth in these Articles or Bylaws of the corporation.

#### ARTICLE TWELVE

All Notices of Meetings of shareholders or Directors shall be prepared and delivered in strict compliance with the pertinent provisions set forth in Sections 607.0705 and 607.0141 of the Florida Statutes and all Notices of Meetings shall include a description of the purpose or purposes for which the meeting is called.

ARTICLE THIRTEEN

The corporation shall indemnify and hold harmless any officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

The corporation shall elect to be taxed as an S corporation under the Internal Revenue Code.

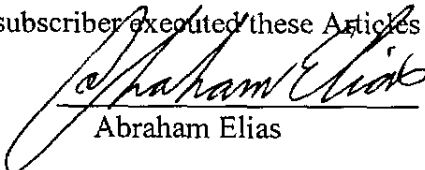
The corporation shall only authorize and issue one class of stock.

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) that shall contravene or revoke the corporation's election to be taxed as an S corporation.

ARTICLE FIFTEEN

This corporation reserves the right to amend or repeal these Articles.

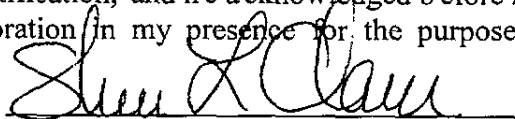
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 20<sup>th</sup> day of April 2004.

  
Abraham Elias

STATE OF FLORIDA)  
COUNTY OF Manatee


I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Abraham Elias who is known to me personally known to me or provided to me his Florida Driver's License, no. E42-005-78-220 as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation in my presence for the purposes provided therein.



  
Notary Public

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Ramon Tourgeman, named Resident Agent to accept service of process for the previously mentioned corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

  
Ramon Tourgeman  
2091 NE 206 Street  
Miami, Florida 33179

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