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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: TRAFFIC SCHOOL CENTRAL REFERRAL, INC.

AUDIT NUMBER.....H96000012142

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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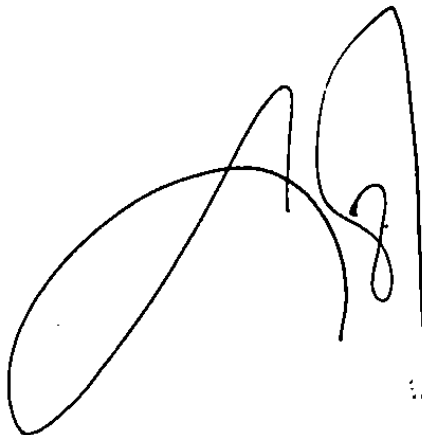
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**ARTICLES OF INCORPORATION
OF
TRAFFIC SCHOOL CENTRAL REFERRAL, INC.**

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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a Corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

ARTICLE I.

The name of the Corporation is **TRAFFIC SCHOOL CENTRAL REFERRAL, INC.**

ARTICLE II.

The duration of the Corporation shall be perpetual.

ARTICLE III.

The general purpose or purposes for which this Corporation is being formed are to include the transaction of any and all lawful business for which corporations may be incorporated under this chapter.

ARTICLE IV.

The aggregate number of shares which the Corporation shall have the authority to issue is **1,000 NPV shares**, all without par value and of one class.

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ARTICLE V.

The principal address and mailing address of the Corporation will be 1000 W. McNAB ROAD, SUITE 251, POMPANO BEACH, FLORIDA 33069 and the name of its initial registered agent at such address is GREG CUPPER.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors is One (1), and the name and address of the initial Director is:

GLENN WINNINGHAM
7324 S.W. FREEWAY, SUITE 1940
HOUSTON, TEXAS 77074

ARTICLE VII.

The name and address of the incorporator is

CURTIS J. DOMINGUE, JR.
4201 FM 1960 WEST, SUITE 235
HOUSTON, TEXAS 77068-3414

IN WITNESS WHEREOF, the undersigned, as sole Incorporator of this Corporation, has executed these Articles of Incorporation.

Dated: August 26, 1996


CURTIS J. DOMINGUE, JR., Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of TRAFFIC SCHOOL CENTRAL REFERRAL, INC., the within named corporation.

Dated:

Aug. 28, 1996


GREG CUPPER

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