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1850 LEE ROAD
SUITE 127
WINTER PARK, FL. 32789

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
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	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
FOR
DRIVE SAFE FLORIDA TRAFFIC SCHOOL, INC.

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be Drive Safe Florida Traffic School, Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 1,000 shares of common stock, par value of \$1.00 per share.

ARTICLE IV

The corporation will begin with capital of not less than \$100.00

ARTICLE V

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 1850 Lee Road, Ste. 127, Winter Park, Florida 32789.

ARTICLE VII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The names and addresses of the members of the first board of Directors and Officers who will hold office as provided by law are as follows:

<u>Name</u>	<u>Address</u>
Robert W. Proechel President/Vice President Secretary/Treasurer	1850 Lee Road, Ste. 127 Winter Park, Florida 32789

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as subscriber is Robert W. Proechel, President, 1850 Lee Road, Ste. 127, Winter Park, Florida 32789.

ARTICLE X

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation.

(A) No holder of stock of the Corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(B) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

Any Director of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of each subsidiary or controlled corporation.

(C) The corporation may restrict the transfer of it's share in any manner consistent with law and holders of shares of stock of this corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this corporation, and this corporation may become a party to said agreements.

(D) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 21 day of March, 1997.

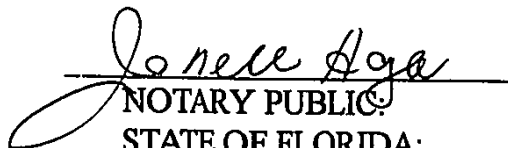
John W. Pochel

STATE OF FLORIDA:

COUNTY OF ORANGE:

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared ROBERT PROECHEL known to be the person described in and who executed the forgoing Articles of Incorporation of Drive Safe Florida Traffic School, Inc.

WITNESS my hand and official seal of the County and State names above this 21ST day of MARCH, 1997.


NOTARY PUBLIC
STATE OF FLORIDA;

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance with
said act.

That Drive Safe Florida Traffic School, Inc. desiring to organize under the laws of the
State of Florida, with it's principal office as indicated in the Articles of Incorporation at City of
Winter Park, of County of Orange, State of Florida, has named Robert W. Proechel, located at 1
1850 Lee Road., Ste. 127, Winter Park, Florida 32789 as agent to accept service or process
within this state.

ACKNOWLEDGEMENTS:

Having been named to accept service of process to the above stated corporation at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision as said Act to keeping open said office.


RESIDENT AGENT