

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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*Truckmaster
Drivers' School, Inc*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATIONS

5/9/2

Signature _____

Requested by *DR*

Name _____

Date *8/2/97*

Time *10:53*

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
TRUCKMASTER DRIVERS' SCHOOL, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

TRUCKMASTER DRIVERS' SCHOOL, INC.

ARTICLE II- NATURE OF BUSINESS

The general character and nature of the business to be transacted by this corporation is:

- (1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;
- (2) to engage in retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;
- (3) to acquire by purchase, lease, manufacture, or otherwise, any property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at a time owned, held, or occupied by the Corporation; to invest, trade, and deal in any personal property deemed beneficial to the Corporation; and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;
- (4) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;

(5) to contract debts and borrow money; issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required; and to use, spend, dispose of, or lend funds of the Corporation to further the business or purpose of the Corporation;

(6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and, while the owner of such stock, bonds securities, to exercise all rights and privileges of ownership, including the right to vote such stock;

(7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;

(9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

It is the intention of the undersigned subscribers to these Articles of Incorporation that none of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article, and that all such objects, powers and clauses of this Article shall be regarded as independent and severable.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is Fifty Million (50,000,000) shares of Common Stock, with \$.0005 par value and Ten Million (10,000,000) shares of undesignated Preferred Stock, with no par value. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

ARTICLES IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

2453 Egret Boulevard,
Clearwater, Florida 34622-5509

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

ARTICLE VI - DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial Board of Directors, who shall hold office until their successors are elected and have qualified are:

Robert Cardwell, President and Chairman
2453 Egret Blvd., O-201
Clearwater, FL 34622

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation are:

Robert G. Cardwell
2453 Egret Boulevard
Clearwater, Florida 34622-5509

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

4014 Gunn Hwy, Suite 275
Tampa, Florida 33624

and the name of the initial registered and resident agent at that address is Kevin Lovley.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

Alternately, such amendment may be made by the affirmation of a majority of the directors and stockholders, without any requirement for meetings and notices thereof, if said majority of the directors and stockholders sign a writing manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement by said majority.

ARTICLE XIII - ADDITIONAL PROVISIONS

The Board of Directors shall be empowered to enact or elect, or change the enactment or election, of any federal and state provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactments or elections shall be made through a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I (we) have set our hands and seals hereto and acknowledge and file the foregoing Articles of Incorporation under the laws of the state of Florida on the date set forth opposite our respective signatures.

Kevin Lovley (SEAL) Date 8-24-97
Kevin Lovley

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me personally appeared Kevin Lovley, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED
ABOVE THIS 24th DAY OF AUGUST, 1997.

Jennifer A. Badlor
NOTARY PUBLIC



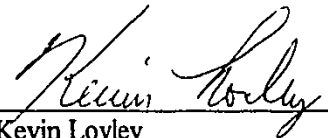
**REGISTERED AND RESIDENT AGENT
OF
TRUCKMASTER DRIVERS' SCHOOL, INC.**

In pursuance of the Florida Statutes, the following information is submitted in compliance thereof.

The above named Corporation desiring to organize under the laws of the State of Florida with its principal office at the location indicated in the Articles of Incorporation and shown below, has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the location designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of State law pursuant to keeping said office open.

 (SEAL)
Kevin Lovley

FILED
STATE
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REGISTERED AND RESIDENT AGENT AND PRINCIPAL OFFICE INFORMATION:

Kevin Lovley
4014 Gunn Hwy., Suite 275
Tampa, FL 33624