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LAW OFFICES
PESETSKY & ZACK P.A.

EFFECTIVE DATE
11/17/97

WALTER S. PESETSKY
ELLIOTT NOEL ZACK

November 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

REPLY TO:
[X] 1367 NORTHEAST 162ND STREET
NORTH MIAMI BEACH, FLORIDA 33162
TELEPHONE: (305) 940-0023 / 945-7501
FAX: (305) 354-3734

[] 9050 PINES BOULEVARD
PEMBROKE PINES, FLORIDA 33024
TELEPHONE: (305) 437-0055

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****122.50 ****122.50

RE: Certificate of Incorporation

Dear Sir/Madam:

Enclosed please find original and one (1) copy of Certificate of Incorporation for **SOUTHEAST DRIVER IMPROVEMENT SCHOOL, INC.**. Also enclosed, please find Pesetsky & Zack's check in the amount of \$122.50 for the filing of the enclosed Certificate of Incorporation with the Secretary of State.

Upon filing of the enclosed, please return a certified copy of same to the undersigned.

Thank you for your attention.

Very truly yours,

PESETSKY & ZACK, P.A.

Walter S. Pesetsky by Elliott Noel Zack
Walter S. Pesetsky

WSP/GLK
Encs.

FILED
97 NOV 17 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/19/97-T.M.

**CERTIFICATE OF INCORPORATION
OF
SOUTHEAST DRIVER IMPROVEMENT SCHOOL, INC.**

EFFECTIVE DATE
11/11/97
SECRETARY OF STATE
FLORIDA
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FILED

The undersigned hereby signs this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be **SOUTHEAST DRIVER IMPROVEMENT SCHOOL, INC.**

Its mailing address shall be 1367 N.E. 162nd Street, North Miami Beach, Florida, 33162.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE II.

The general nature of the business to be transacted by the corporation and the powers and rights of the corporation shall include any or all lawful business, including to buy and sell real estate, build and develop unimproved land and conduct a general brokerage business on all forms or kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities, and other forms of negotiable instruments and evidence of indebtedness, and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing, and mortgaging of property, whether real or personal or otherwise to manufacture, acquire, or dispose of real estate or personal properties, equities, and securities of whatever nature or kind for both cash and credit; to buy and sell bonds, stocks, notes, mortgages or other indebtedness or security, to loan money, either for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the laws of the State of Florida.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a corporate seal and alter same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of

Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders.

Increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1).

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies, of the United States, the District of Columbia, and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Purchase, hold, sell and transfer shares of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock created by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any Stockholder's quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other

evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

Make gifts for education, scientific or charitable purposes.

Indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Incorporation, jointly or in common with others.

To do any and all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock.

In general, to carry on any other business with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of common stock that the corporation is authorized to issue is One Hundred (100) shares of Five (\$5.00) Dollars par value.

ARTICLE IV.

The principal office of this corporation shall be located at 1367 N.E. 162nd Street, North Miami Beach, Florida 33162.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII.

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows:

NAME	STREET ADDRESS
HENRY CAFFERY	17301 N.E. 12th Avenue N. Miami Beach, FL 33162
FRANK ROONEY	16010 N.W. 39th Place Miami, FL 33059

There shall be not less than one (1) director.

ARTICLE VIII.

The name and street address of each subscriber to this Certificate of Incorporation is as follows:

NAME	STREET ADDRESS
HENRY CAFFERY	17301 N.E. 12th Avenue N. Miami Beach, FL 33162
FRANK ROONEY	16010 N.W. 39th Place Miami, FL 33059

ARTICLE IX.

The Registered Agent and registered office are as follows:

NAME	STREET ADDRESS
WALTER S. PESETSKY	1367 N.E. 162nd Street North Miami Beach, FL 33162

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of November, 1997.


HENRY CAFFERY, Subscriber

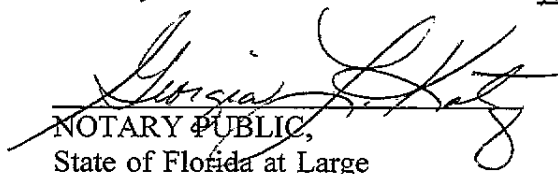

FRANK ROONEY, Subscriber

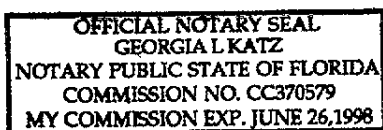
STATE OF FLORIDA)
) S.S.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared HENRY CAFFERY and FRANK ROONEY who have produced identification described as drivers license to me known to be the persons described as subscribers in and who executed the foregoing, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 11th day of November, 1997.

My Commission Expires:


NOTARY PUBLIC,
State of Florida at Large



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

In pursuance of Chapter 607.0501 or 617.050, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **SOUTHEAST DRIVER IMPROVEMENT SCHOOL, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named WALTER S. PESETSKY, located at 1367 N.E. 162nd Street, North Miami Beach, Florida 33162, City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Dated: November 11th 1997

By: 
Registered Agent
WALTER S. PESETSKY

FILED
97 NOV 17 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA