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ATTORNEYS AT LAW

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PLEASE REPLY TO:

Lake Wales
December 4, 1997.

100002365101--0
-12/08/97--01025--004
****122.50 ****122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Atlantic Driving School of Florida, Inc.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy
Articles of Incorporation for the above named Florida corporation.
Also enclosed is an Affidavit regarding the above-referenced
corporation.

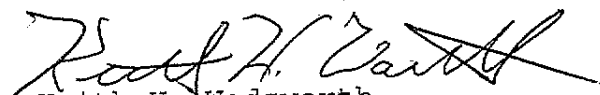
Also enclosed is this firm's check, in the amount of \$122.50,
representing payment of the following fees: file Articles - \$35.00,
registered agent fee - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, certificate and
affidavit, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you
for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap

DMC
12/9/97

FILED
97 DEC -8 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by & return to:
Keith H. Wadsworth, Esquire
PETERSON, MYERS, P.A.
Post Office Box 1079
Lake Wales, FL 33859-1079

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF POLK**

I HEREBY CERTIFY that on this day before me, the undersigned Notary Public, duly authorized in the State and County named above to administer oaths, personally appeared **MARCO O. LASHIN**, who, being by me first duly sworn, deposes and says upon oath:

1. Affiant states that he was the sole director, president, vice-president and majority shareholder of Atlantic Driving School of Florida, Inc., a dissolved Florida corporation.

2. Affiant states that Atlantic Driving School of Florida, Inc. filed Articles of Dissolution with the Florida Secretary of State on or about November 20, 1997.

3. Affiant states that such Articles of Dissolution shall not be revoked and shall continue to be in full force and effect.

4. Affiant states that prior to such dissolution, the corporation authorized and approved the immediate use of the name "Atlantic Driving School of Florida, Inc." by any other subsequent corporation.

5. Affiant states that he was the sole director, president, vice-president and majority shareholder of a new corporation being filed as Atlantic Driving School of Florida, Inc.

6. Affiant states that such new corporation shall be filed under the name of Atlantic Driving School of Florida, Inc.

7. Affiant states that he is familiar with the nature of an oath; and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature, and certifies that he has read the full facts of this Affidavit and understands its context.

FURTHER AFFIANT SAYETH NOT.

DATED this 13th day of November, 1997.

Keith H. Wadsworth
Printed Name: Keith H. Wadsworth

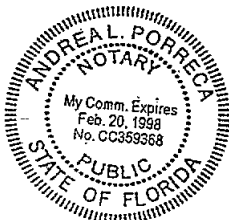
Witness

Andrea L. Porreca
Printed Name: Andrea L. Porreca
Witness

Marco O. Lashin
MARCO O. LASHIN

Address: 100 South Scenic Highway
Lake Wales, FL 33853

Sworn to and subscribed before me this 13th day of November, 1997, by **MARCO O. LASHIN**, who is personally known to me or has shown _____ as identification.



Andrea L. Porreca
Printed Name: Andrea L. Porreca
Notary Public
My Commission Expires: 2/20/98

ARTICLES OF INCORPORATION
OF
ATLANTIC DRIVING SCHOOL OF FLORIDA, INC.
(a corporation for profit)

FILED
97 DEC -8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is ATLANTIC DRIVING SCHOOL OF FLORIDA, INC.

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III
PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is Five Thousand (5000) shares of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of the corporation shall initially be 100 South Scenic Highway, Lake Wales, FL 33853. The mailing address is P.O. Box 4062, Lake Wales, FL 33859-4062.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 100 South Scenic Highway, Lake Wales, FL 33853, and the name of its initial registered agent at that office is Marco O. Lashin.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Marco O. Lashin
Secretary:	Chrystelle C. Allen
Treasurer:	Chrystelle C. Allen
Vice President:	Marco O. Lashin

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual

shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Marco O. Lashin
100 South Scenic Highway
Lake Wales, FL 33853

ARTICLE XI

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Marco O. Lashin
100 South Scenic Highway
Lake Wales, FL 33853

ARTICLE XII

BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII

MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV

QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV

AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 13th day of November, 1997.

Signed, sealed and delivered
in the presence of:

Keith H. Woodsworth

Print Name: Keith H. Woodsworth

Andrea L. Porreca

Print Name: Andrea L. Porreca

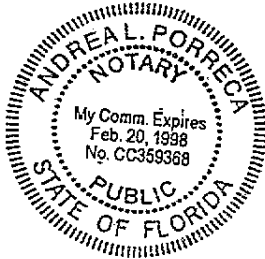
Marco O. Lashin

MARCO O. LASHIN
as incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 13th day of November, 1997, by MARCO O. LASHIN, who is personally known to me or who has produced a drivers license as identification.



Andrea L. Porreca

Notary Name: Andrea L. Porreca

State of Florida

My Commission Expires: 2/20/98

ACCEPTANCE OF REGISTERED AGENT

FILED

97 DEC -8 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: November 13, 1997



MARCO O. LASHIN