



P97000104754

ACCOUNT NO. : 072100000032

REFERENCE : 609408 96749A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.0

ORDER DATE : November 21, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 609408-010

CUSTOMER NO: 96749A

700002354047--2

CUSTOMER: Rebecca J. Del Medico, Esq
REBECCA J. DEL MEDICO, ESQ

14 Tara Lakes Drive East

Boynton Beach, FL 33436

DOMESTIC FILING

NAME: SOUTH FLORIDA TRAFFIC SCHOOL, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 PM 12:33

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97 NOV 21 AM 11:16
DIVISION OF CORPORATIONS
12/12/97

097A-55901

W97-26319



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1997

CSC

SUBJECT: SOUTH FLORIDA TRAFFIC SCHOOL, INC.
Ref. Number: W97000026319

We have received your document for SOUTH FLORIDA TRAFFIC SCHOOL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 097A00055901

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RESUBMIT

Please give original
submission date as file date.

RECEIVED
97 DEC 12 AM 10:07
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA TRAFFIC CENTER, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 PM 12:33

Article I - Name

The name of this corporation is South Florida Traffic Center, Inc.

Article II - Principal Office

Its principal office address is 8031 Philips Highway, Suite 17A, Jacksonville Florida 32256 and the mailing address of the corporation shall be the same.

Article III - Commencement

This corporation shall commence on the date of the filing of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 100,000,000 shares of, \$.0001 par value, common stock and 40,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights, class and preferences of which shall be established by the corporation's Board of Directors..

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14 Tara Lakes Drive East, Boynton Beach, Florida 33436 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 14 Tara Lakes Drive East, Boynton Beach, Florida 33436.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Rebecca J. Del Medico
14 Tara Lakes Drive East
Boynton Beach, Florida 33436

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including

attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

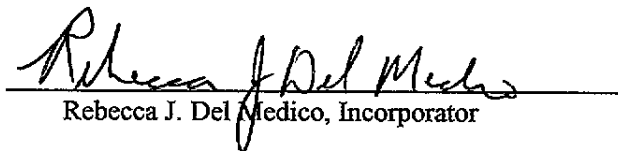
Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XIV - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of November 1997.


Rebecca J. Del Medico, Incorporator

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

FILED STATE
SECRETARY OF CORPORATIONS
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DIVISION OF CORPORATIONS

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT SOUTH FLORIDA TRAFFIC Center, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

JACKSONVILLE, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 14 TARA LAKES DRIVE EAST
CITY OF BOYNTON BEACH

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE:

Rebecca J. Del Medico
Rebecca J. Del Medico

TITLE: Incorporator

DATE: NOVEMBER 20, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Rebecca J. Del Medico
Rebecca J. Del Medico, Registered Agent

DATE: NOVEMBER 20, 1997