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LAW OFFICES OF  
**IRA M. WITLIN**

Suite 230 - 11430 No. Kendall Drive  
Miami, Florida 33176

TELEPHONE (305) 596-2656

February 20, 1998

Division of Corporations  
Sec. of State of Florida  
P.O. Box 6327  
Tallahassee, Fl. 32314

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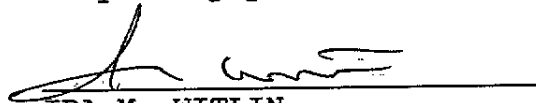
RE: METRO DRIVING SCHOOL , INC.

Dear Sirs:

Enclosed please find an Original and duplicate original of Articles of Incorporation for Metro Driving School, Inc., together with our trust account check for \$122.50 filing fee.

Please process and return to this office.

Very truly yours,

  
IRA M. WITLIN

enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
02-25-98

**ARTICLES OF INCORPORATION  
OF  
METRO DRIVING SCHOOL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I.-NAME**

The name of this Corporation is:

**METRO DRIVING SCHOOL, INC.**

Principal Address: 12251 N.W. 8th Street, Miami, Fl. 33182

Mailing Address: Same as above

**ARTICLE II.-DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE III.-PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, of the Florida Statutes, including but not limited to construction, real estate investment, development.

**ARTICLE IV.-CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) shares at ONE DOLLAR & no/100 (\$1.00) par value, all of which are the same class, and are to be common shares.

**ARTICLE V.-PREEMPTIVE RIGHTS**

Every shareholder shall have the right to purchase his pro-rata share of a new stock of this Corporation at the price at which it is offered to others.

ARTICLE VI.-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Resident Agent of this Corporation is 12251 N.W. 8th Street, Miami, Fl. 33182.

Resident Agent: Mr. George Valido

ARTICLE VII.-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors initially. The number of Directors may increase from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial directors are :

MR. GEORGE VALIDO  
12251 N.W. 8th Street  
MIAMI, FL. 33182  
(305) 596-8804

MS. ADA LUZ VALIDO  
12251 N.W. 8th Street  
Miami, Fl. 33182  
(305) 596-8804

ARTICLE VIII.-INCORPORATION

The name and address of the person that is signing this Article of Incorporation are :

Name: MR. GEORGE VALIDO  
Address: 12251 N.W. 8th Street, Miami, Florida 33182

ARTICLE IX.-BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws both subject to amendment or repeal by the Directors.

ARTICLE X.-APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of the Corporation to any plan or merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE XI.- MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation.

ARTICLE XII.- AMENDMENT

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

ARTICLE XIII.- DIRECTOR'S COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Director of this Corporation.

ARTICLE XIV.-ASSETS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this Corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior Shareholder's approval.

ARTICLE XV.- PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES  
OF CAPITAL STOCK

Section 1. Dividends

The holders of record of the Common shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of the corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by Law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of FEBRUARY 1998.

George Valido  
GEORGE VALIDO

Ada Luz Valido  
ADA LUZ VALIDO

STATE OF FLORIDA  
COUNTY OF DADE

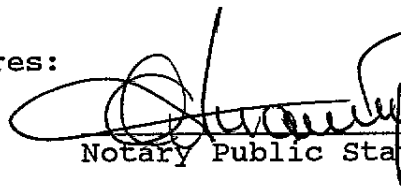
BEFORE ME the undersigned authority, a Notary Public, authorized to take acknowledgements, personally appeared:

**GEORGE VALIDO and ADA LUZ VALIDO**

I.D.: Personally known  
known to me personally as the persons who executed the foregoing Articles of Incorporation, and who acknowledged that they executed these Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the County and State, this 2<sup>nd</sup> day of FEBRUARY, 1998.

My Commission Expires:



OFFICIAL NOTARY SEAL  
IVONNE SUAREZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC562634  
MY COMMISSION EXP. JUNE 18, 2000

Notary Public State of Florida At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles Of Incorporation to accept service of process for **METRO DRIVING SCHOOL, INC.** at the place designated in the Articles of Incorporation, GEORGE VALIDO hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 2<sup>nd</sup> day of FEBRUARY 1998.



GEORGE VALIDO  
12251 N.W. 8th Street  
Miami, Fl. 33182  
(305) 596-8804