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98 NOV -6 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-11/06/98--01037--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<b>1 FROM (Company)</b> <b>SAT TRAX INTL</b> Street Address <b>STE 115D</b> <b>1150 LITHIA PINECREST RD</b> City State ZIP CODE (Required) <b>BRANDON FL 33511</b> Sent by (Name/Dept) Phone Number <b>813 681 1969</b>		Preprint Format No. <b>75162598</b> Origin <b>ETP</b> Airbill Number <b>3384890622</b> <b>4 Method of Payment</b> Assumed sender unless otherwise noted <input checked="" type="checkbox"/> Bill Sender <b>165033134</b> Airborne Sender account no. <input type="checkbox"/> Bill Receiver Airborne Receiver account no. <input type="checkbox"/> Bill 3rd Party Airborne Customer account no. <input type="checkbox"/> Paid in Advance Check No. Amount \$ Billing Reference will appear on invoice <b>TA5887</b>		<b>5 Service Type</b> One box must be checked with an "X" Assumed Express Service unless otherwise noted. Next Afternoon Shipments over 5 lbs will be charged at the Express rate. Next Afternoon delivery to Bold Red destinations only.   	
<b>2 TO (Company)</b> <b>SAT-TRAX INTERNATIONAL</b> Street Address <b>1150 LITHIA PINECREST RD.</b> City State ZIP CODE (Required) <b>BRANDON, FLA.</b> Attention: (Name/Dept) Phone Number (Important) <b>J.R. Oglesby 681-1969</b> Description <b>CORPORATE LETTER</b>		<b>6 NO. OF PKGS</b> <b>7 WEIGHT (LBS)</b> <b>8 CHECK IF</b> SUBJECT TO CORRECTION <input type="checkbox"/> LETTER <input type="checkbox"/> EXPRESS <input type="checkbox"/> PACK <b>Special Instructions</b> <input type="checkbox"/> Saturday Delivery Extra Charge Express Only Not available to all locations <input type="checkbox"/> Lab Pack <input type="checkbox"/> Hold at Airborne		ABSENT A HIGHER SHIPMENT VALUATION, CARRIER'S LIABILITY IS LIMITED TO \$100 PER PACKAGE, OR ACTUAL VALUE, WHICHEVER IS LESS. SPECIAL OR CONSEQUENTIAL DAMAGES ARE NOT RECOVERABLE. SEE TERMS AND CONDITIONS ON REVERSE SIDE OF THIS NON-NEGOTIABLE AIRBILL. SCAC-AIRB FED L.D. NO. 91-0637469	
<b>3 THANK YOU FOR SHIPPING WITH AIRBORNE EXPRESS</b> Sender's Signature <i>J.R. Oglesby</i> Date <b>11/1/98</b> Airborne Signature <i>J.R. Oglesby</i> Date <b>11/1/98</b>		Declared Value Full Insurance Shipment Valuation <input type="checkbox"/> or <input type="checkbox"/> \$ Received At <input type="checkbox"/> Drop Box # <input type="checkbox"/> Airborne Terminal		<b>AIRBORNE EXPRESS</b> PO BOX 662, SEATTLE, WA 98111-0662 1-800-247-2676	

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SENDER'S COPY

CPB  
11-10-98  
6

ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN TRAINING ACADEMY INC.

FILED  
98 NOV -6 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be ALL AMERICAN TRAINING ACADEMY INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

4318 East 7th Ave  
Tampa, Florida 33605

Name and address of the initial registered agent is

H.E. Hickman  
4818 East 7th Ave  
Tampa , Florida 33605

The Board of Directors may, from time to time ,designate such other address and place for the principle office of this corporation as it may deems fit.

ARTICLE III

NATURE OF THE BUSINESS

The nature of the business of this corporation shall be providing services to individuals and groups that are needing drivers training in semi-truck driving skills, training in CDL License qualifications and requirements. Training for individuals and groups in Auto Repair, Alarm and Audio Installation Automobile Collision Repair and Refurbishing

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at anytime is One Million (1,000,000 ) shares of common stock, each having the Par Value of \$1.00.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of capital with which the corporation shall begin business One Hundred Thousand (\$100,000.00) Dollars

#### ARTICLE VI

##### TERM OF EXISTENCE

This corporation will have perpetual existence

#### ARTICLE VII

##### DIRECTORS

The Corporation shall have (3 ) Director initially. The number of directors may be changed from time to time by the By-Laws.

#### ARTICLE VIII

##### MANAGEMENT

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

#### ARTICLE IX

##### INITIAL DIRECTORS

The names and addresses of the first Board of Directors and subscribers who shall hold office until their successors are elected and have qualified, are as follow:

H.E. Hickman  
4318 East 7th Ave  
Tampa, Florida 33605

Kirk Bullock  
3921 Dunaire Dr.  
Valrico, Florida 33594

J.R. Oglesby  
2414 Bucknell Dr  
Valrico, Florida 33594

## ARTICLE X

### EFFECTIVE DATE

These Articles of incorporation shall be effective upon filing with the Secretary of State.

## ARTICLE XI

### BY-LAWS

The By-Laws of this corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By Laws may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regular scheduled meeting.

## ARTICLE XII

### STOCK RESTRICTIONS

Restrictions of stock: No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

#### (A) Sale during lifetime

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation . The corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

#### (B) Purchase of stock upon shareholders death

Upon the death of a shareholder, the legal representative within six (6) month after the death of the shareholder shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

NOTICE of SALE OF STOCK: The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall there-upon have thirty (30) days in which to make their purchase.

Endorsement on Stock Certificates: All certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

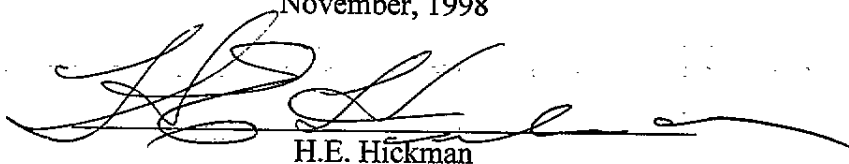
#### ARTICLE XIII

#### AMENDMENT

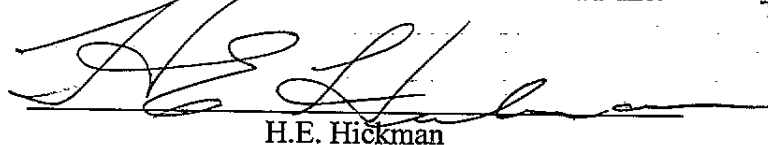
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders

and approved at stockholder's meeting by a majority vote thereon, unless all the Directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2nd day of November, 1998

  
H.E. Hickman

I, accept the designation as registered agent for  
ALL AMERICAN TRAINING ACADEMY Inc.

  
H.E. Hickman

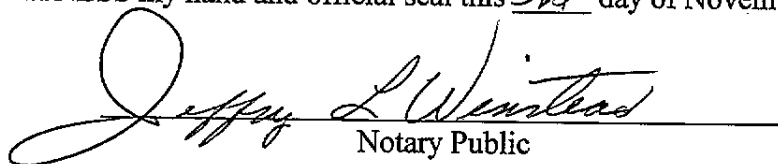
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida

COUNTY OF Hillsborough

BEFORE ME, an officer duly authorized to take acknowledgments, on this day personally appeared H.E. Hickman who presented to me Florida Drivers License  
H255325341790  
who is to me well known to me to be the person who executed the foregoing Articles Of Incorporation for the Purposes herein stated.

WITNESS my hand and official seal this 3rd day of November, 1998

  
Notary Public

My commission expires

