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November 18, 1998
c/o Federal Tax Center Inc.
1815 North 66th. Avwnue
Hollywood, Fl. 33024

Department of State
Division of Corporations
Tallahassee, Fl. 32314

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-11/20/98--01067--008
*****78.75 *****78.75

Gentlemen:

Enclosed are our notarized articles of incorporation
for Cheapskates Traffic School, Inc. We have
enclosed a check payable to the Department of State,
in amount of \$78.75, representing the registration
fee.

Kindly send acknowledgment.

Very truly yours,

Ralph Sussman
Ralph Sussman

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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[Signature]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CHEAPSKATES TRAFFIC SCHOOL, INC.

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be: CHEAPSKATES TRAFFIC SCHOOL, INC.

ARTICLE II

The general nature of the business and the objects and purpose proposed to be transacted and carried on are to engage in and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: ONE THOUSAND SHARES .50 PAR VALUE.

ARTICLE IV

The amount of capital stock with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE VI

The initial street address of said corporation shall be at 1815 North 66 Avenue, Hollywood, Florida 33024, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII

The number of Directors of this corporation shall be not less than (1) nor more than seven (7). The corporation shall initially have two directors.

ARTICLE VIII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than two (2) Directors. At no time shall the corporation be managed by the stockholders unless there is at least two (2) stockholders.

ARTICLE IX

The names and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Ralph Sussman	4025 North West 64 Road Boca Raton, Florida 33496
Alice Y. Mattioli	8534 North West 21 Street Coral Springs, Florida 33071

ARTICLE X

The names and addresses of the subscribers and incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Ralph Sussman	4025 North West 64 Road Boca Raton, Florida 33496
Alice Y. Mattioli	8534 North West 64 Road Coral Springs, Florida 33071

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

These Articles may be amended, provided, every Amendment is approved by a majority of the Board of Directors and Stockholders.

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts, paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceedings in which they, or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation, except in relation to matters as to which any such directors or officer shall be adjudged in any action, suit, or proceeding to be liable for his gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any rights, to which the indemnification may be entitled under any law, or bylaw, agreement, vote of stockholders, or otherwise. The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have the first lien on the shares of its members, and upon the dividends due them for any indebtedness to the corporation of such members of the corporation.

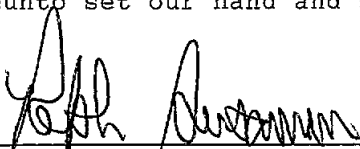
ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be Ralph Sussman. The registered office is located at 1815 North 66 Avenue, Hollywood, Florida 33024.

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

BY: 

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinabove named and the incorporators, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hand and seal this 17 day of November, 1998.


Ralph Sussman


Alice Y. Mattioli


NOTARY PUBLIC

State of Florida at Large:

My Commission Expires

ERLINE M. LIKENS
Notary Public - State of Florida
My Commission Expires Mar 19, 2002
Commission # CC 716706

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

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

FIRST-- THAT CHEAPSKATES TRAFFIC SCHOOL, INC, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED RALPH SUSSMAN, LOCATED AT 1815 NORTH 66 AVENUE, CITY OF HOLLYWOOD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

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

DATE

98 NOV 20 PM 12:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED