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FLORIDA PROFIT CORPORATION OR P.A.

PDS, Inc.

W28063

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

December 15, 1998

LEBOEUF, LAMB, GREENE & MACRAE

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ARTICLES OF INCORPORATION
OF
~~XXXXXXXXXX~~
~~XXXXXXXXXX~~

PROGRESSIVE DRIVER SERVICES OF JACKSONVILLE, INC.

ARTICLE I - NAME

The name of this Corporation is ~~XXXXXXXXXX~~ Progressive Driver Services of Jacksonville, Inc.

ARTICLE II - ADDRESS

The address of the principal office is 2000 Corporate Square Boulevard, Jacksonville, Florida 32216 and the mailing address of this Corporation is Post Office Box 17775, Jacksonville, Florida 32245.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Andrew J. Fawbush.

Prepared By:
Andrew J. Fawbush, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Florida Bar No. 191967

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be seven (7) and the name and address of each person who is to serve as a member thereof is:

Doug Harmon
3938 Duval Drive
Jacksonville Beach, Florida 32250

Garland G. Whaley
9386 Jones Road
Jacksonville, Florida 32219

Leslie G. Kritzman
1138 Fromage Circle West
Jacksonville, Florida 32225

John R. Hirte
2152 Spinning Wheel Lane
Cincinnati, Ohio 45244

Robert R. Lee
1933 Seminole Road
Atlantic Beach, Florida 32233

Linda L. Harmon
3938 Duval Drive
Jacksonville, Florida 32250

Elliot Zisser
1937 Beach Avenue
Atlantic Beach, Florida 32233

Prepared By:
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ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Andrew J. Fawbush.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 1998.

A handwritten signature in cursive script, reading "Andrew J. Fawbush", is written over a horizontal line.

Andrew J. Fawbush
Incorporator

Prepared By:
Andrew J. Fawbush, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Florida Bar No. 191967

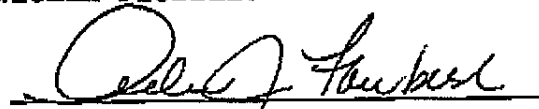
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

~~That /ABC,XXX/~~ ^{Progressive Driver Services of Jacksonville, Inc.} 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 Andrew J. Fawbush, located 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, 32202, as its agent to accept service of process within Florida.



Andrew J. Fawbush
Incorporator

12-14-98
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Andrew J. Fawbush hereby agrees to act in this capacity, and Andrew J. Fawbush further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



Andrew J. Fawbush

12-14-98
Date

JK141995.1

Prepared By:
Andrew J. Fawbush, Esq.
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