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BURT & FEATHER
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Theodore M. Burt
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April 21, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

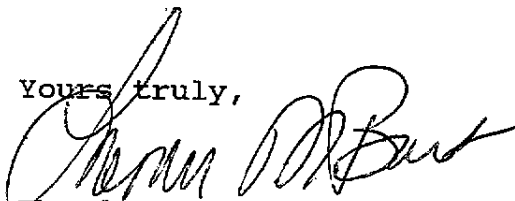
Re: Florida CDL School, Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named proposed Florida corporation, together with the Registered Agent Designation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Yours truly,


Theodore M. Burt

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****122.50 *****78.75

TMB/sh

Enclosures: Articles of Incorporation (original and 1 copy)
Check
Registered Agent Designation

8347.002

5/3/99


FILED
99 APR 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA CDL SCHOOL, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **FLORIDA CDL SCHOOL, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any on time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office and the principal office of this Corporation in the State of Florida shall be:

THEODORE M. BURT, Esq.
114 Northeast First Street
Post Office Box 308
Trenton, Florida 32693

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

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TALLAHASSEE, FLORIDA

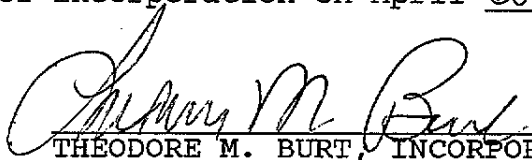
KEITH PHILMAN
3340 NW 57th Trail
Bell, Florida 32619

I.J. PHILMAN
3090 NW 57th Trail
Bell, Florida 32619

ARTICLE IX. AMENDMENT.

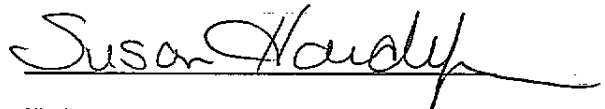
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on April 22nd, 1999.


THEODORE M. BURT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF GILCHRIST

BEFORE ME, a Notary Public, personally appeared THEODORE M. BURT, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on April 22, 1999.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

(SEAL)

8347.001sh



"OFFICIAL SEAL"
Susan Hardyman
My Commission Expires 9/18/99
Commission #CC 485741

Prepared by: Theodore M. Burt, Attorney Incorporator
Post Office Box 308
Trenton, Florida 32693
(352) 463-2348

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99 APR 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

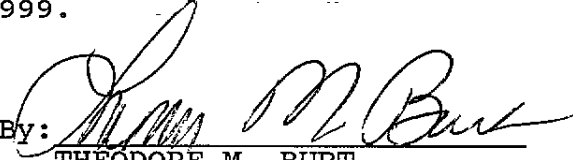
In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that FLORIDA CDL SCHOOL, INC. is desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Gilchrist, State of Florida has named THEODORE M. BURT located at 114 Northeast First Street, Trenton, Florida 32693, County of Gilchrist, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Dated this 11 day of April, 1999.

By: 
THEODORE M. BURT
Registered Agent