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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

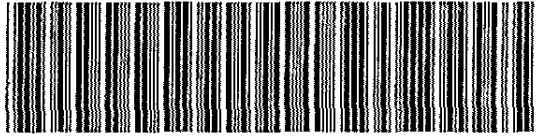
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hi-Performance Designs, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dennis R. Clunk
(Name of Person)
Attorney at Law W04-39991
(Firm/Company)
2040 S. Union Ave.
(Address)
Alliance, OH 44601
(City/State and Zip code)

For further information concerning this matter, please call:

Dennis R. Clunk at (330) 823-9142 ext. 3
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 1, 2004

DENNIS R. CLUNK
ATTORNEY AT LAW
2040 S. UNION AVE.
ALLIANCE, OH 44601

SUBJECT: HI-PERFORMANCE DESIGNS, INC.
Ref. Number: W04000039991

We have received your document for HI-PERFORMANCE DESIGNS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 004A00062601

DENNIS R. CLUNK
ATTORNEY AT LAW

December 9, 2004

Lee Rivers
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Hi-Performance Designs, Inc.
Reference number: W04000039991

Dear Mr. Rivers:

Please find enclosed a copy of your November 1, 2004 letter (a copy of which is enclosed) regarding the above-captioned matter. Also enclosed is a Certificate of Good Standing from the Ohio Secretary of State.

If you should need additional information or documentation, please do not hesitate to contact me.

Thank you.

Very truly yours,

CLUNK LAW OFFICE



Dennis R. Clunk

DRC/lg
Encl.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Hi-Performance Designs, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

-- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio 3. 35-2226442
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 9, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2360 W. Main St., Alliance, OH 44601
(Principal office address)

2360 W. Main St., Alliance, OH 44601
(Current mailing address)

8. Sale of wheels
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Henry Gaudens

Office Address: 808 S. Woodrow Wilson St., Suite 2

Plant City, Florida 33563
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William T. Tolerton

Address: 1469 W. Main St.

Alliance, OH 44601

Vice Chairman: Henry Gaudens

Address: 808 Woodrow Wilson St., Suite 2

Plant City, FL 33563

Director: Paul Swentzl

Address: 1475 Jingle Bell Ln.

Lexington, KY 40509

Director: _____

Address: _____

B. OFFICERS

President: Henry Gaudens

Address: 808 Woodrow Wilson St., Suite 2

Plant City, FL 33563

Vice President: William T. Tolerton

Address: 1469 W. Main St.

Alliance, OH 44601

Secretary: Dennis R. Clunk

Address: 2040 S. Union Ave., Alliance, OH 44601

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____

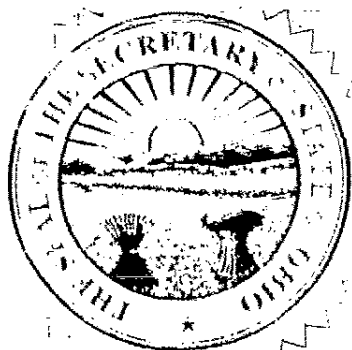
(Signature of Director or Officer listed in number 12 of the application)

14. Henry Gaudens, President

(Typed or printed name and capacity of person signing application)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show HI-PERFORMANCE DESIGNS, INC.; an Ohio Corporation, Charter No. 1439153, having its principal location in Alliance, County of Stark, was incorporated on February 09, 2004, and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 3rd day of December, A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State