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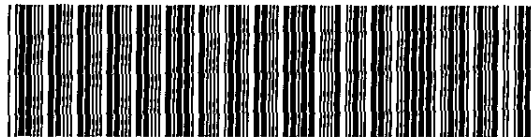
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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

DESMOND & MACELUCH, P.A.

ATTORNEYS AT LAW

249 EAST SIXTH AVENUE
TALLAHASSEE, FLORIDA 32303
850-222-7100
FAX 850-222-6651

SEAN T. DESMOND*
JOHN J. MACELUCH, JR.*

* ADMITTED IN NORTHERN
DISTRICT FEDERAL COURT

February 2, 2005

Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida, 32399
(850)245-6051

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TALLAHASSEE, FLORIDA

SUBJECT: DARK MATTER PERFORMANCE, LLC

To Whom It May Concern:


Please find enclosed an original and one copy of the articles of organization and a check for:

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$160.00
Filing Fee	Filing Fee,	Filing Fee,	Filing Fee,
and Registered	Registered Agent	Registered Agent	Registered Agent
Agent	Designation, and	Designation, and	Designation,
Designation	Certificate of Status	Certified Copy	Certified Copy, and
			Certificate of Status

Please return all correspondence concerning this matter to the following:

Sean T. Desmond, Esq. *for*
Desmond & Maceluch, P.A.
249 East Sixth Avenue, Tallahassee, FL 32303
850-222-7100

Sincerely,



Sean T. Desmond *for*
Desmond & Maceluch, P.A.

Enclosures
cc: Chris Wyatt
SD/aw

**ARTICLES OF ORGANIZATION
OF
DARK MATTER PERFORMANCE, LLC**

The undersigned subscriber, being a natural person competent to contract, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be:

Dark Matter Performance, LLC, ("company").

ARTICLE II - BUSINESS AND MAILING ADDRESS

The principal place of business of this limited liability company shall be 1617 NW 7th Terrace, Fort Lauderdale, Florida 33311, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the limited liability company shall be 1617 NW 7th Terrace, Fort Lauderdale, Florida 33311.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the State of Florida is Sean T. Desmond, Esq., Desmond & Maceluch, P.A., 249 East Sixth Avenue, Tallahassee, Florida 32303.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.

A handwritten signature in black ink, appearing to read 'Sean T. Desmond', written over a horizontal line.

Sean T. Desmond, Esq.

ARTICLE IV - NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this limited liability company and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon business limited liability companies as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and otherwise operate a business for the purchasing, sale and distribution of automotive parts, accessories and related products therein; the acquisition, ownership, maintenance and operation of small businesses, and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this organization.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of the specific powers and objects shall not be held to limit or restrict in any manner the powers of this limited liability company; but this limited liability company may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other limited liability companies, corporations, companies, partnerships, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE V - DURATION

This limited liability company shall have perpetual existence, unless sooner voluntarily

dissolved according to law.

ARTICLE VI - MEMBERS

The names and addresses of each Member is as follows:

Managing Member: Jeremane G. Blackwood
1375 Pullen Road, Apt. #438
Tallahassee, Florida 32303

Managing Member: Chris M. Wyatt
110 Dixie Drive, Apt. #C3
Tallahassee, Florida 32304

Managing Member: Jason B. Page
1325 W. Tharpe Street, Apt. #226
Tallahassee, Florida 32303

ARTICLE VII - EFFECTIVE DATE

The effective date of the company shall be February 2, 2005.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Tallahassee, Florida, on February 2, 2005.


Chris M. Wyatt, Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF LEON

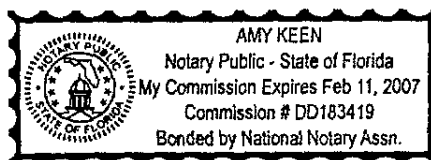
Sworn to and subscribed before me this February 2, 2005 by Chris Wyatt,
who is personally known to me OR ✓ produced identification.

Type of identification produced: Florida Drivers License

AK

Notary Public -- State of Florida

(Seal)



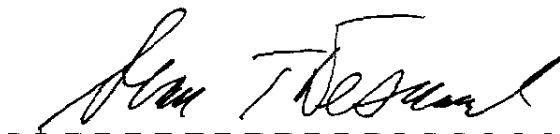
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Dark Matter Performance, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Dark Matter Performance, LLC.
2. The name and address of the registered agent in Florida are:
Sean T. Desmond
Desmond & Maceluch, P.A.
249 East Sixth Avenue
Tallahassee, Florida 32303

The undersigned, being the person named in the articles of organization of Dark Matter Performance, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

February 2, 2005



Sean T. Desmond, Esq.
*Registered Agent for
Dark Matter Performance, LLC*