

P00000007127

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BASIC AMENDMENT

ASD TUNING 216 USA INC.

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FLORIDA DEPARTMENT OF STATE  
Katharine Harris  
Secretary of State

May 3, 2000

ASD TUNING 216 USA INC.  
1221 BRICKELL AVENUE SUITE 1100  
MIAMI, FL 33131

SUBJECT: ASD TUNING 216 USA INC.  
REF: P00000007127

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Karen Gibson  
Corporate Specialist

FAX Aud. #: E00000017684  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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## AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective April 18, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: 216 Performance Products USA Inc.  
Old Name: ASD Tuning 216 USA Inc.

Article II. Address. The Corporation's mailing address is:  
216 Performance Products USA Inc.  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

Article III. Registered Agent. The Corporation's registered agent is:  
Luis Agramunt  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

Article IV. Officers. The Corporation's officers are:

President	Vanesa Soler
Secretary	Elisenda Lairisa
Treasurer	Jose Soler Jr.
Vice President	Jose Soler

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Jose Soler  
Jose Soler Jr.

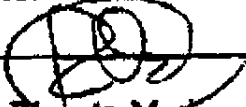
Article VI. Capital Stock. The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

**AED Tuning 216 USA Inc.**  
**216 Performance Products USA Inc.**

By: \_\_\_\_\_



Name: Ricardo Mari

Title: President

Date: April 18, 2000

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

216 Performance Products USA Inc.

**REGISTERED AGENT/OFFICE:**

Luis Agramunt  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT  
by L.A. Uriarte as attorney-in-fact

Date: April 18, 2000

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Miami FL 33131  
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