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Transmittal Letter

FILED
00 FEB 21 PM 12:28
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

February 17, 2000

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

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-02/21/00--01130--002
****135.00 *****87.50

Subject: Xtreme Motorsports of Miami, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$131.25 Filing Fee, Certified copy and Certificate

**FROM: Deborah Pastran
 333 NE Campbell Drive
 Homestead, FL 33090**

305-246-2122

**Articles of Incorporation
of
Xtreme Motorsports of Miami, Inc.**

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LEGISLATIVE SERVICE
DIVISION, TALLAHASSEE, FLORIDA

**I.
Name**

The name of the Corporation is **Xtreme Motorsports of Miami, Inc.**, hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is **1025 East 29th Street, Hialeah, FL 33013**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is **Pedro L. Lorenzo, 19125 SW 177th Avenue, Miami, FL 33187**.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: **Automotive Modification**

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **100**, each share to have a par value of **\$1.00**. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Deborah Kaicher Pastran, Esq.	333 NE Campbell Drive Homestead, FL 33090

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: **2**
The name(s) and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
Pedro L. Lorenzo	19125 SW 177 Avenue Miami, FL 33187
Manuel D. Cevallos	1025 E. 29 St. Hialeah, FL 33013

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from **January 1** to **December 31** of each year.

XII.
Articles of Incorporation

The Shareholders reserve the right to revise, replace, restate, and amend the Articles of Incorporation of the firm. A majority vote is required for any revision amendment, or change to the Articles.

XIII.
When Articles of Incorporation Effective

This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

XIV.
Tax Status of the Firm

The Board of Directors, in its discretion, file an election with the United States Internal Revenue Service for tax treatment as an "S" corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 17th day of February, 2000.


Signature/Incorporator

2-17-00
Date

Having been named as registered agent and to accept service of process for the above stated corporation 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 the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Pedro F. Lorenzo
Signature/Registered Agent

2/17/00
Date

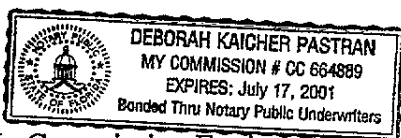
State of FLORIDA

County of MIAMI DADE

RECORDED
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MILLER/SEE, FLORIDA

BEFORE ME, the undersigned authority, on this day personally appeared Pedro Lorenzo, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 17 day of Feb, 2000.



My Commission Expires:

Deborah Kaicher Pastran
Notary Public in and for the
State of Florida