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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100003172521--D
-03/16/00--01062--003
****122.50 *****78.75

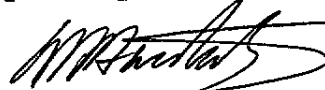
RE: 2 THE XTREME, INC.

Dear Sir:

Please find enclosed an original and one copy of Articles of Incorporation for the above referenced corporation, together with Designation of Resident Agent and my check in the amount of \$122.50 representing the following:

Filing Fee.....	\$35.00
Resident Agent.....	35.00
Certified copy of Articles.....	52.50
Total.....	\$122.50

Very truly yours,



Alonzo H. Hardesty, III

AHH/pr
Enclosures
Falletta and Mr. Cusimano

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 16 PM 2:17

FILED

T. SMITH MAR 22 2000

ARTICLES OF INCORPORATION
OF
2 THE XTREME, INC.

00 MAR 16 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

03/13/00

ARTICLE I - NAME

The name of the corporation is 2 THE XTREME, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

- A. To engage in the retail business of selling automobile accessories and parts.
- B. To engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) Shares, all of one class, at Ten (\$10.00) Dollar par value.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1890 Providence Boulevard, Suite S, Deltona, Florida 32725. The mailing address of the corporation is 1890 Providence Boulevard, Suite S, Deltona, Florida 32725.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1890 Providence Boulevard, Suite S, Deltona, Florida 32725, and the name of its initial registered agent at such address is JOSEPH M. FALLETTA.


ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is JOSEPH M. FALLETTA, 2911 McClellan Street, Deltona, Florida 32738.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of March, 2000.

 (SEAL)
JOSEPH M. FALLETTA

STATE OF FLORIDA
COUNTY OF VOLUSIA

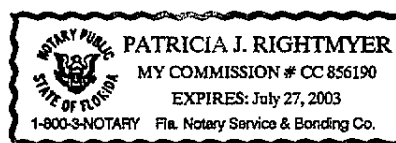
BEFORE ME, the undersigned authority, personally appeared JOSEPH M. FALLETTA, to me known to be the person who executed the

foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of March, 2000.

Patricia J. Rightmyer

Patricia J. Rightmyer
Notary Public

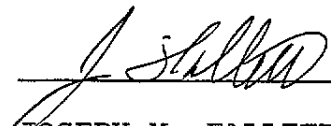


CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034 of the
Florida Statutes, the following is submitted:


That 2 THE XTREME, INC. desiring to qualify under the laws
of the State of Florida, with its principal place of business
located at 1890 Providence Boulevard, Suite S, Deltona, Florida
32725, has named JOSEPH M. FALLETTA, located at 1890 Providence
Boulevard, Suite S, Deltona, Florida 32725, as its agent to
accept service of process within Florida.

Dated this 13th day of March, 2000.


_____(SEAL)
JOSEPH M. FALLETTA, Incorporator

Having been named to accept service of process for 2 THE
XTREME, INC. at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

Dated this 13th day of March, 2000.


_____(SEAL)
JOSEPH M. FALLETTA

FILED
00 MAR 16 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA