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November 15, 2001

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Articles of Incorporation of Total Performance Technology, Inc.

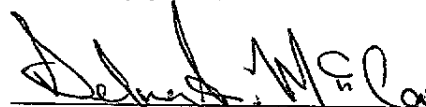
Dear Sir/Madam:

Please find enclosed the original Articles of Incorporation of Total Performance Technology, Inc., along with our check in the amount of \$78.75 which represents a filing fee of \$35.00. \$35.00 for Designation of Registered Agent and \$8.75 to obtain a certified copy of the articles once filed. The documents can be forwarded at the above address c/o Steven R. McCain, Esquire.

If you need any further information, please do not hesitate to contact our office.

Thank you for your attention to this correspondence..

Very truly yours,


Debra A. McCain, Secretary to
STEVEN R. MCCAIN, ESQUIRE

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01 NOV 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/dam

Enclosures

cc: Keith G. Pearce

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ARTICLES OF INCORPORATION
OF
TOTAL PERFORMANCE TECHNOLOGY, INC.

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

TOTAL PERFORMANCE TECHNOLOGY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on the date of filing these Articles of Incorporation.

ARTICLE III

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE IV

PURPOSE

The general nature and purpose for which the corporation is organized shall be:

A. To manage, maintain, operate and engage in the general business of selling, marketing, installing, maintaining and servicing motor vehicle performance parts of all kinds and descriptions and performing services associated therewith of all kinds and descriptions.

B. To engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

AUTHORIZED SHARES

The corporation is authorized to issue 1,000 shares of stock, all of one class, and said stock shall have a par value of \$1.00 per share.

ARTICLE VI

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1114 SW 15th Street, Okeechobee, Florida 34974, and the mailing address of the corporation is Post Office Box 369, Okeechobee, Florida 34973.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 1114 SW 15th Street, Okeechobee, Florida 34974, and the name of the corporation's initial registered agent at that office is Keith G. Pearce.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Name

Keith G. Pearce

Address

1114 SW 15th Street
Okeechobee, FL 34974

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Keith G. Pearce

Address

1114 SW 15th Street
Okeechobee, FL 34974

ARTICLE X

AMENDMENTS

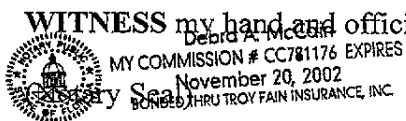
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or any amendment thereof, in the manner prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of November, 2001.



Keith G. Pearce, Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared **Keith G. Pearce**, to me well known, who after being duly sworn, acknowledged the due execution of the foregoing for the purposes therein expressed.



WITNESS my hand and official seal on this 13th day of November, 2001.


NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named corporation, I hereby acknowledge that I am familiar with the obligations of said position, I hereby 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 in said position, and I accept the duties and obligations of said position, including those provided for in Section 607.0505, Florida Statutes.


Keith G. Pearce, Registered Agent

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01 NOV 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA