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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Performance On Wheels, Inc.

DOCUMENT NUMBER: P02000080271

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen E. Renner

(Name of Contact Person)

Performance On Wheels, Inc

(Firm/ Company)

5205 N. Frontage Road

(Address)

Lakeland, FL 33810

(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephen E. Renner

(Name of Contact Person)

at (863) 802-0032

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Performance On Wheels, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P02000080271

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

According to the minutes of the meeting of Board of Directors of Performance on Wheels, Inc.,
on July 25, 2002, election of officers went as follows: Stephen E. Renner, President and
Kathy D. Renner, Secretary/Treasurer. Attached please find a copy of the minutes of that
meeting. Please amend the records of the State of Florida to read thus.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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STATE
TALLAHASSEE, FLORIDA

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MINUTES OF FIRST MEETING
OF BOARD OF DIRECTORS OF
PERFORMANCE ON WHEELS, INC.

Pursuant to Waiver of Notice, the Board of Directors of PERFORMANCE ON WHEELS, INC. elected at the first meeting of the stockholders and incorporators, assembled and held their first meeting at 10:30 A.M., at the office of Trinkle, Swanson, Byrd & Coton, P.A., 121 North Collins Street, Plant City, Florida, on the 25th day of July, 2002.

Stephen E. Renner was elected as Chairman and Kathy Renner was elected as Secretary of the meeting, with the following directors being present:

Stephen E. Renner
Kathy Renner

The Secretary then presented a written Waiver of Notice pursuant to which said meeting was called and said written Waiver was signed by each director of said corporation. On motion made, seconded and carried, the Secretary was authorized and instructed to insert said written Waiver of Notice in the minute book of this corporation immediately preceding the minutes of this meeting.

The election of officers for the corporation for the ensuing year was then proceeded with and resulted as follows:

Stephen E. Renner	--	President
Kathy Renner	--	Secretary/Treasurer

The Secretary then presented and read to the meeting the minutes of the first meeting of the incorporator and subscriber and the same was on motion duly made, seconded and carried, in all respects ratified, approved and confirmed.

The Secretary then presented and read to the meeting the By-Laws adopted at said meeting of the incorporator and subscriber and on motion duly made, seconded and carried, the same was in all respects ratified, approved and confirmed, as and for the By-Laws of the said corporation.

A corporate seal was then adopted as the corporate seal of this corporation, and the Secretary of the corporation was authorized and directed to make an imprint on this page of the minutes of the directors' meeting of such corporate seal.



The President reported that the incorporator had made arrangements with Robert S. Trinkle, an attorney, for services in organizing the corporation and agreed to pay him his fee therefor besides the disbursements in connection with the corporation.

On motion duly made and carried, the retainer of counsel and the agreement as to payment of his fees were ratified, and the treasurer was directed to pay the same.

The Chairman then presented to the meeting the question of taking advantage of the provisions of Section 1244 of the Internal Revenue Code of 1986. He noted that this section permits ordinary loss treatment when either the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless. The Chairman next explained that it was the intention of the parties that to the extent possible the stock issued should qualify under Section 1244 of the Internal Revenue Code in order that any loss sustained on stock by the shareholders might receive ordinary loss deduction treatment, subject to the limitations prescribed by that Section. After

a discussion, the following preamble was stated and the following resolutions were unanimously adopted:

WHEREAS, The Board of Directors wishes to offer for sale and issue all shares of its authorized common stock in such manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder;

RESOLVED, that the proper officers of the corporation are authorized to sell and issue shares of common stock in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common stock outstanding at the time of issuance, does not exceed \$1,000,000.00 and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Section 1244, so that the corporation and its shareholders may obtain the benefits of IRC Section 1244, and further

RESOLVED, that the proper officers of the corporation are directed to maintain such records as are necessary pursuant to IRC Section 1244 so that any shareholder that experiences a loss on the transfer of shares of common stock of the corporation may qualify for "ordinary loss" deduction treatment on their personal income tax returns.

It was then noted that there was presented the following offer to purchase shares of capital stock:

<u>FROM</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Stephen E. Renner and Kathy Renner as joint tenants with right of survivorship	100	

It was determined that the consideration offered for the stock is reasonably worth the number of shares for which it was offered and that it is in the best interest of the corporation to accept the offer. It was thereupon,

RESOLVED, that the Board of this corporation has determined that the consideration offered was of a value of at least equal to the full par value of the stock to be issued therefor; that each such offer be therefore accepted and that upon delivery, in full, to the corporation of the consideration offer, that

an appropriate stock certificate be issued in favor of each offeror as soon as possible to reflect ownership of the shares so purchased and that each offeror thereupon constitute the stockholders of this corporation.

On motion duly made and carried, the following resolution was adopted:

"BE IT RESOLVED: That _____ be and it is hereby designated a depository of this corporation and that funds so deposited may be withdrawn upon a check, draft, or order of the corporation.

"BE IT FURTHER RESOLVED, That all checks, drafts or orders drawn against the said account be signed by any of the following:

and countersigned by: none

whose signatures shall be duly certified to said bank and that no checks, drafts, or orders drawn against said bank shall be valid unless so signed.

"BE IT FURTHER RESOLVED, That said bank is hereby authorized and directed to honor and pay any checks, drafts, or orders so drawn, whether such checks, drafts, or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, or orders, or any of such persons in their individual credit of the person so signing and/or countersigning said checks, drafts, or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth on signature cards furnished by the Secretary or Assistant Secretary, accompanying a copy of this resolution when delivered to said bank or in any subsequent certificate, supporting change of signatures and titles until written notice to the contrary is duly served on said bank."

The Chairman then stated that the Directors of the corporation should consider whether the corporation should make an election under the provisions of Section 1362, Internal Revenue Code, to be treated as an "S Corporation" for income tax purposes.


After a full discussion with counsel for the corporation, it was upon motion duly made and seconded, unanimously

"RESOLVED that the corporation shall elect to be taxed as an 'S Corporation' for income tax purposes under the provisions of Section 1362, Internal Revenue Code, and that the proper officer of the corporation be and he is hereby authorized and directed to evidence such election by completing and filing Form 2553 of United States Treasury Department, Internal Revenue Service."

There being no further business to come before the meeting, the meeting, upon motion duly made, seconded and carried, was adjourned.


Stephen E. Renner, Chairman

Attest:


Kathy Renner, Secretary

The date of each amendment(s) adoption: July 25, 2002

Effective date if applicable: July 25, 2002

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

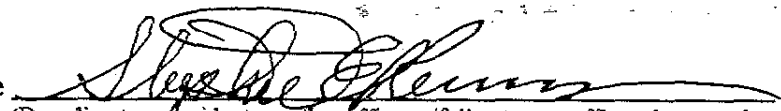
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)"

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stephen E. Renner


(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35