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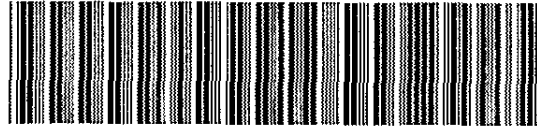
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03 JAN 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jay D. Asbury, P.A.

Attorney at Law



P.O. Box 488
234 N. Summit Street
Crescent City, Florida 32112

Telephone (386) 698-1970
Fax (386) 698-1272

January 24, 2003

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

RE: MUSCLE MOTORSPORTS FLORIDA, INC.
Our File No. 02-151..

TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation of MUSCLE MOTORSPORTS FLORIDA, INC. and the Certificate Designating Registered Agent, together with a check in the amount of \$78.75, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

Patti

Patti
Secretary to Jay D. Asbury

encls.

ARTICLES OF INCORPORATION
OF
MUSCLE MOTORSPORTS FLORIDA, INC.

FILED
03 JAN 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, competent to contract, hereby associate himself for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be MUSCLE MOTORSPORTS FLORIDA, INC., and its principal place of business shall be 164 Ridge Lake Road, Pomona Park, Florida 32181, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is ROBERT J. HILL, whose physical and mailing address is 164 Ridge Lake Road, Pomona Park, Florida, 32181.

ARTICLE II - PURPOSE

The general nature of the business is to sell new and pre-owned auto parts and this corporation is to engage in the business of investing and any and all business permitted under the laws of the State of Florida. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights,

and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1000 shares with no par value.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$1000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial board of Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation is:

ROBERT LOUIS GRIBBLE 3617 Radborne Blvd., Charlotte, North Carolina 28269

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation.

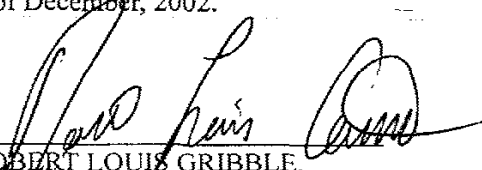
The name of the person who will serve as officer of this corporation is:

ROBERT LOUIS GRIBBLE President/ Treasurer/ Secretary

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

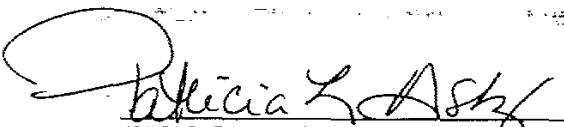
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed
these Articles of Incorporation on the 31st day of December, 2002.


ROBERT LOUIS GRIBBLE,
President/Treasurer/Secretary

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before
me this 31st day of December, 2002, by ROBERT LOUIS GRIBBLE,
 who is personally known to me, or
XXX who has produced a North Carolina Driver's license as identification.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

PATRICIA L. ASBURY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC834674
EXPIRES 8/28/2008
BONDED THRU 1-888-NOTARY1

My Commission Expires:

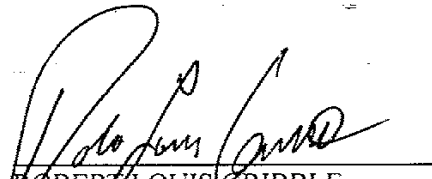
(NAME OF ACKNOWLEDGER TYPED
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that MUSCLE MOTOR SPORTS FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 164 Ridge Lake Road, Pomona Park, Florida 32181, has named ROBERT J. HILL as it's agent to accept service of process within the State of Florida.

DATED: December 31, 2002.


ROBERT LOUIS GRIBBLE,
President/Treasurer/Secretary

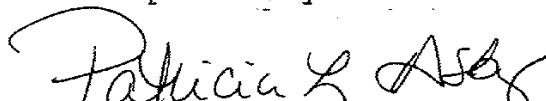
Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


ROBERT J. HILL,
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 31st day of December, 2002, by ROBERT LOUIS GRIBBLE and ROBERT J. HILL,

____ who is personally known to me, or
XXX who has produced a North Carolina Driver's license as identification. as to Robert Louis Gribble and Robert J. Hill who is personally known to me.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

PATRICIA L. ASBURY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC834572
EXPIRES 02/28/2006
BONDED THRU 1-000-460-1234

My Commission Expires:

(NAME OF ACKNOWLEDGER TYPED
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

FILED
03 JAN 27 PM 12:30
TALLAHASSEE
OFFICE OF THE
CLERK OF THE
SUPREME COURT
STATE OF FLORIDA