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TALLAHASSEE, FLORIDA

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BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

April 7, 2004

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

RE: SONIC PERFORMANCE, INC

Gentlemen:

Please find the original and one (1) copy of the *Articles of Organization* for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

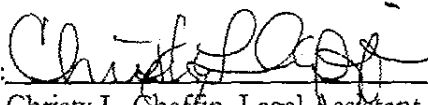
Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Certified Copy of Articles of Incorporation	\$8.75.

After filing the original *Articles of Organization*, please certify the enclosed copy and return the same to this office at the address listed above.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 
Christy L. Chaffin, Legal Assistant

ARTICLES OF INCORPORATION
OF
SONIC PERFORMANCE, INC.

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TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is Sonic Performance, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 1909 S.W. 44th Avenue, Gainesville, FL 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 1909 S.W. 44th Avenue, Gainesville, FL 32608, and the name of the initial registered agent of this Corporation is Robert Kielb.

Article VIII

Initial Board of Directors. The Corporation shall have (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is:

Robert Kielb
1909 S.W. 44th Avenue
Gainesville, FL 32608

Article IX

Incorporator. The name and address of the person signing these Articles is Robert Kielb, 1909 S.W. 44th Avenue, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of April, 2004.

Robert Kielb
ROBERT KIELB
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of April, 2004, by Robert Kielb, who is personally known to me, or who produced his Florida Driver License as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 6th day of April, 2004.

(SEAL)

Bruce Brashear
Notary Public

Printed Name

My Commission Expires:



Bruce Brashear
MY COMMISSION # DD092191 EXPIRES
March 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SONIC PERFORMANCE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 6 day of April, 2004.



ROBERT KIEHL
Registered Agent

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TALLAHASSEE, FL 32304