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STATE OF
MISSISSIPPI

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19784*

Total Tax Accounting, Inc.

Mailing Address:

P. O. Box 881
Lutz, FL 33549-0881

May 06.2004

112 Rusch Plaza, N. Dale Mabry
Land O' Lakes--Lutz, Florida
Phone: (813) 949-4441

Florida Department of State
Division of Corporations
P O Box 6237
Tallahassee, Florida 32314

Dear Sir Or Madam:

Enclosed you will find Articles of Incorporation
for PERFORMANCE OFF ROAD OF TAMPA, INC. AND CHECK #
1352 covering the various fees in the amount of
\$78.75.

Trusting to hear from you soon that this corporation
has been accepted and assigned a document number.
Thanking you in advance for all of your cooperation
in this matter.

Very truly yours,


J.M. Hill

Enclosures

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SECTION 1
DIVISION

ARTICLES OF INCORPORATION
FOR
PERFORMANCE OFF ROAD OF TAMPA, INC.

WE, THE UNDERSIGNED INCORPORATION, HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE WITH THE SECRETARY OF THE STATE OF FLORIDA THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE: PERFORMANCE OFF ROAD OF TAMPA, INC.

ARTICLE II

THE DURATION OF THIS CORPORATION IS PERPETUAL. EFFECTIVE DATE IS IMMEDIATELY..

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS TO BE TRANACTED BY THE CORPORATION OR THE PURPOSE OF THIS CORPORATION SHALL BE A FOLLOWS:

- A. TO OWN AND OPERATE A BUSINESS TO INSTALL TRUCK ACCESSORIES.
- B. TO ENGAGE IN ANY LAWFUL ENTERPRISE, WHETHER COMMERCIAL, INDUSTRIAL OR AGRICULTURAL, CALCULATED OR DESIGNED TO BE PROFITABEL TO THIS CORPORATION,
- C. TO ENGAGE GENERALLY IN ANY AND ALLBUSINESSES MATTERS INCIDENTAL TO OR CONNECTED WITH THE FORGOING IN ANY WAY OR MANNER.
- D. TO ENGAGE GENERALLY IN DO AND PERFORM ANY ENTERPRISES, ACTS OR VOCATION THAT A NATURAL PERSON MIGHT OR COULD DO OR PREFORM.
- E. TO NANUFACTURE, PURCHASE OR OTHERWISE ACQUIRE, TO OWN AND TO MORTGAGE, PLEDGE, SELL, ASSIGN OR OTHERWISE DISPOSE OF AND TO INVEST, TRADE, DEAL IN AND DEAL WITH GOODS, WARES, MERCHANDISE AND REAL AND PERSONAL PROPERTY OF EVERY CLASS AND DESCRIPTION.
- F. TO PURCHASE, LEASE AND HOLD REAL AND PERSONAL PROPERTY AND IN ANY ESTATE AND INTEREST THEREIN AND CHOICES IN ACTION SECURED THEREBY, TO IMPROVE, MANAGE, SELL, MORTGAGE, LEASE, AND OTHERWISE DISPOSE OF ANY PROPERTY, TO LOAN MONEY UPON SUCH PROPERTY AND TO TAKE MORTGAGES ON THE SAME, AND TO TRANSACT ALL OR ANY OTHER BUSINESS WHICH MAY BE NECESSARY OR INCIDENTAL OR PROPER TO THE EXERCISE OF ANY AND ALL OF THE AFORESAID PURPOSES OF THE CORPORATION,

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SECRET
DIVISION

ARTICLE IV

- G. TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN ANY LEGAL MANNER FOR ANY LAWFUL PURPOSE.
- H. TO GUARANTEE, PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS ISSUED BY, OR EVIDENCES OF INDEBTEDNESS CREATED BY, ANY OTHER CORPORATION OR CORPORATIONS, AND WHILE OWNING SAID STOCK TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THEREON.
- I. TO PURCHASE, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK
- I. TO ACQUIRE, ENJOY, UTILIZE AND DISPOSE OF PROPERTY, COPYRIGHTS, TRADEMARKS, AND ANY LICANSSES OR OTHER RIGHTS ON INTEREST THEREIN AND THEREUNDER.
- J. IN GENERAL TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH THE FOREGOING AND TO HAVE AND EXERCISE ALL POWERS CONFERRED BY THE LAW OF THE STATE OF FLORIDA UNDER CORPORATIONS FORMED UNDER THE GENERAL CORPORATION ACTS OF THE STATE OF FLORIDA, AND TO DO ANY AND ALL THESE THEREINBEFORE SET FORTH TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO. THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATED OR SPECIAL POWERS OF THIS CORPORATION.

ARTICLE V

THE CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF COMMON STOCK WITH THE PAR VALUE OF \$1.00 PER SHARE.

ARTICLE VI

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 23205 SAINT GEORGE PLACE, LAND O LAKES, FL. 34639.

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS J MCGILL HILL, 1628 N DALE MABRY, LUTZ, FL. 33549-0881.

ARTICLE VII

THERE SHALL BE A BOARD OF DIRECTORS FOR THIS CORPORATION WHICH SHALL BE:

JEFFREY A JOHNSON, 412 W. WATERS AVE., TAMPA, FL. 33604.

ANGELA JOHNSON, 23205 SAINT GEORGE PLACE, LAND O LAKES, FL. 34639.

ARTICLE VIII

THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN ONE OR MORE THAN NINE MEMBERS, THE NUMBER OF THE SAME TO BE FIXED BY THE STOCKHOLDERS OR BY THE CORPORATION BY-LAWS. EACH OF THE SAID DIRECTORS SHALL BE OF FULL AGE AND AT LEAST ONE OF THEM SHALL BE A CITIZEN OF THE UNITED STATES. A QUORUM FOR THE TRANSACTION OF BUSINESS SHALL BE A MAJORITY OF THE DIRECTORS QUALIFIED AND ACTIVE, AND THE ACT OF THE MAJORITY OF THE DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE DIRECTORS. SUBJECT TO THE BY-LAWS OF THIS CORPORATION, MEETINGS OF THE DIRECTORS MAY BE HELD WITHIN AND WITHOUT THE STATE OF FLORIDA. DIRECTORS NEED NOT BE STOCKHOLDERS. THE STOCKHOLDERS OF THIS CORPORATION MAY REMOVE ANY DIRECTOR FROM OFFICE AT ANY TIME WITH OR WITHOUT CAUSE.

ARTICLE IX

THE NAME AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO, SUBJECT TO THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THIS CORPORATION, AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTENCE OF THIS CORPORATION OR UNTIL AN ELECTION IS HELD BY THE STOCKHOLDERS FOR THE ELECTION OF PERMANENT DIRECTORS OR UNTIL THEIR SUCCESSORS HAVE BEEN DULY ELECTED AND QUALIFIED ARE:

ARTICLE X

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE OFFICERS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT THE INTEREST OF THE PARTY BE DISCLOSED OR SHALL BE KNOWN TO THE BOARD OF DIRECTORS OF THIS CORPORATION. ANY DIRECTOR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF THEY WERE NOT SUCH OFFICERS OR DIRECTORS OF THIS CORPORATION.

ARTICLE XI

THE POWER TO ADOPT THE BY-LAWS OF THIS CORPORATION, TO ALTER, AMEND OR REPEAL THE BY-LAWS OR TO ADOPT NEW BY-LAWS, SHALL BE VESTED IN THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED HOWEVER, THAT ANY BY-LAWS ARE AMENDED OR REPEALED BY VOTE OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, OR A NEW BY-LAW IN LIEU THEREOF MAY BE ADOPTED BY VOTE OF THE STOCKHOLDERS, ENTITLED TO VOTE THEREON. NO BY-LAWS WHICH HAVE BEEN AMENDED, ALTERED OR ADOPTED BY SUCH VOTE OF THE STOCKHOLDERS MAY BE ALTERED, AMENDED OR REPEALED BY VOTE OF THE DIRECTORS UNTIL TWO YEARS SHALL HAVE EXPIRED SINCE SUCH ACTION BY VOTE OF THE STOCKHOLDERS.

THE BY-LAWS OF THIS CORPORATION SHALL BE FO THE GOVERNING OF THE CORPORATION ANY MAY CONTAIN ANY PROVISION OR REQUIREMENT FOR THE MANAGEMENT OR CONDUCT OF THE CORPORATION PROVIDED THE SAME ARE NOT INCONSISTANT WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION OR CONTRARY TO EXISTING LAWS,

STATE OF FLORIDA
OFFICE OF THE
SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR COMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED AS PER ARTICLE VI OF THIS CORPRATION.

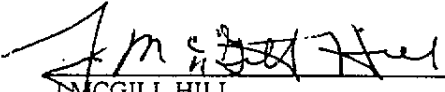
IN PURSUANCE OF CHAPTER 47.34 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT A CORPORATION DULY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 23205 SAINT GEORGE PLACE, LAND O LAKES, FL.34639.

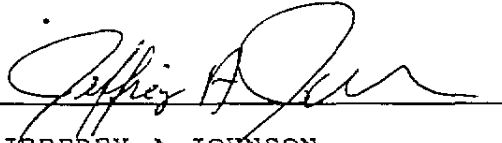
HAS NAMED J MCGILL HILL, 1628 DALE MABRY, LUTZ, FL. 33548 AS ITS AGENT TO ACCEPT PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED AN D IT THIS CERTIFICATE, I HEREBY ACCEPT AND WILL ACT IN THIS CAPACITY AND DO HEREBY AGREE TO COMPLY WITH THE PROVISION OF SAID ACT TO KEEP OPEN SAID OFFICE.


J MCGILL HILL, REGISTERED AGENT
1628 DALE MABRY, LUTZ, FLORIDA 33548

SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL -2 PM 2:49



JEFFREY A JOHNSON
23205 Saint George Place
Land O Lakes, Fl. 34639



ANGELA JOHNSON
23205 Saint George Place
Land O LAKES, Fl. 34639

The above signatures are of the directors of this corporation,
acknowledged in the presence of each other and in the Registered
Agents presence.