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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

PHOENIX PERFORMANCE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

Phoenix Performance Group, Inc.

ARTICLE I - NAME

The name of the corporation is: Phoenix Performance Group, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

A. To engage generally in the business of buying, selling, exporting and importing vehicles and vehicle parts of all types and kinds wherever situate.

B. To conduct business in, have one or more offices and/or sales outlets in, and buy, hold, sell, convey, mortgage, lease or otherwise own and dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

D. To purchase, manufacture or otherwise acquire and to own, mortgage, sell, pledge, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, any services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, cooperative association, state fair or exposition.

Louis L. LaFontaine, Jr.
3121 Commodore Plaza, Suite 301
Miami, FL 33133
Florida Bar No. 044851
(305) 444-3121

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E. No recitation or declaration of special purposes or powers herein enumeration shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred to a corporation for profit under the laws of the State of Florida are hereby included

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is:

1054 Laguna Springs Drive
Weston, FL 33326

and the name and address of the initial registered agent of this corporation is:

Louis L. LaFontisee, Jr.
3121 Commodore Plaza, Suite 301
Miami, FL 33133

ARTICLE VI - MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

The business affairs of the corporation shall be managed under the direction of a Board of Directors consisting of not less than one and not more than three directors elected by a majority vote of the shareholders. Each director must be over eighteen (18) years of age.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

Fabrice Boulet
1054 Laguna Springs Drive
Weston, FL 33326

ARTICLE VIII- INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are:

Fabrice Boulet
President
1054 Laguna Springs Drive
Weston, FL 33326

ARTICLE VIII - BY LAWS

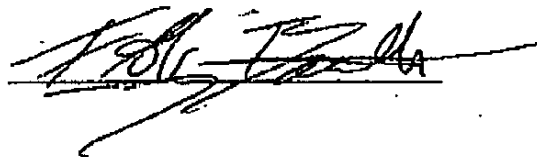
The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - SUBSCRIBERS

The name and address of the person signing these Articles is:

Fabrice Boulet
1054 Laguna Springs Drive
Weston, FL 33326

IN WITNESS WHEREOF, the subscribers to these Articles of Incorporation have hereunto
set their hands and seals this 12th day of July, 2006.

A handwritten signature in dark ink, appearing to read 'Fabrice Boulet', is written over a horizontal line.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

FIRST: **Phoenix Performance Group, Inc.** desiring to organize under the laws of the State
of Florida, with its principal office as indicated in the Articles of Incorporation in the City of
Miami, Florida, has named:

Louis L. LaFontisee, Jr.
3121 Commodore Plaza, Suite 301
Miami, FL 33133

as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-
stated corporation at the place designated in this certificate, I hereby accept to act in this capacity,
and agree with the provisions of said Act relative to keeping open said office.


Louis L. LaFontisee, Jr.

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