

Division of Corporations

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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**TOTAL PERFORMANCE MOTORS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

Total Performance Motors, Inc.  
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ARTICLE I - NAME

The name of this corporation is Total Performance Motors, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ten cent (\$.10) par value common stock, which shall be designated "Common Shares". The same shall be issued and sold for such consideration as may be fixed by the Board of directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall subject thereto.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND  
PRINCIPAL ADDRESS**

The name of the initial registered agent is Carlos Martinez and the street address of the initial registered agent is 115 Ponce De Leon Blvd Miami, Florida 33135. The initial principal address and mailing address where the corporation's business will be conducted is 115 Ponce De Leon Blvd, Miami Florida 33135

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than two. The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Carlos Martinez	7301 S W 122 <sup>nd</sup> Court Miami, FL 33183

**ARTICLE VIII - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Carlos Martinez	7301 S.W. 122 <sup>nd</sup> Court Miami, FL 33183

**ARTICLE IX - BY LAWS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

#### ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

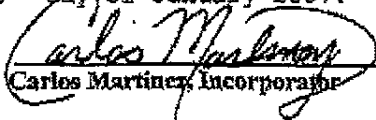
#### ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

#### ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any other person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may lawfully be granted.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 17<sup>th</sup> day of January 2007.

  
Carlos Martinez, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept the appointment as registered agent for  
Total Performance Motors, Inc. familiar with and accept the  
obligations of Section 607.325 and any other applicable  
statutes.

1/12/07  
Date

Carlos Martinez  
Carlos Martinez, Registered Agent

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