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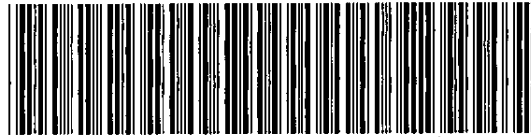
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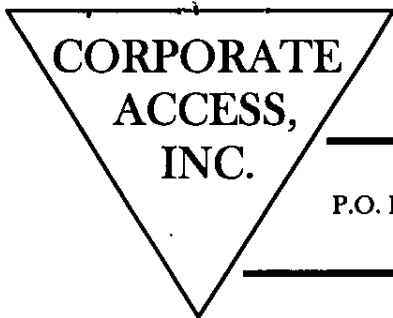
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
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Inc.

1. Williams ATV Performance, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
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6. _____
(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

**ARTICLE OF INCORPORATION
OF
WILLIAMS ATV PERFORMANCE, INC.**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is WILLIAMS ATV PERFORMANCE, INC. and its principal place of business shall be located at 37552 Skyridge Circle, Dade City, Florida 33525.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 its is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 37552 Skyridge Circle, Dade City, Florida 33525 and the name of the initial registered agent of this corporation at that address is Christopher S. Williams.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have only One (1) Directors who shall serve until his successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than two (2) directors constituting the Board of Directors. The number of Directors may

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be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Christopher S. Williams	37552 Skyridge Circle Dade City, Florida 33525

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Christopher S. Williams
37552 Skyridge Circle
Dade City, Florida 33525

ARTICLE X - INDEMNIFICATION

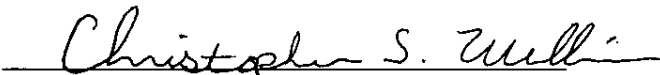
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 3, 2009.


Christopher S. Williams, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that WILLIAMS ATV PERFORMANCE, INC. desiring to organize or qualify under the laws of the State of Florida has named Christopher S. Williams at 37552 Skyridge Circle, Dade City, Florida 33525, as its agent to accept service of process with Florida.

Dated: August 3, 2009.

Christopher S. Williams

Christopher S. Williams, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 3, 2009.

Christopher S. Williams

Christopher S. Williams, Registered Agent

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