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NAME: PARAMOUNT PERFORMANCE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/23/96 PM 4:33

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ARTICLES OF INCORPORATION
OF

PARAMOUNT PERFORMANCE, INC.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be: PARAMOUNT PERFORMANCE, INC., and the principal place of business is: 15872 West Wind Circle, Sunrise, Florida 33326.

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose to buy, sell, lease, import, export and repair automobiles and to buy, sell, import and export automobile parts and accessories, and any and all other lawful purposes permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One and no/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED AGENT

The initial Registered Agent of this Corporation is BRUCE L. HOLLANDER, ESQUIRE, and the Registered Agent's address is: 5555 Hollywood Boulevard, Suite 200, Hollywood, FL 33021.

Bruce L. Hollander, Esquire
Bruce L. Hollander, P.A.
5555 Hollywood Boulevard
Suite 200
Hollywood, FL 33021
(305) 964-8000
FBN 162565

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ARTICLE VI. 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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

MARK TESTA
15872 West Wind Circle
Sunrise, Florida 33326

ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

MARK TESTA
15872 West Wind Circle
Sunrise, Florida 33326

President

ARTICLE IX. INCORPORATOR

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

BRUCE L. HOLLANDER
5555 Hollywood Boulevard
Suite 200
Hollywood, Florida 33021

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Suite 200
Hollywood, Florida 33021

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ARTICLE I. BY-LAWS

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

ARTICLE II. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE III. CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by written notice delivered to each Shareholder five (5) business days prior to the meeting date.

ARTICLE XIII. SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of Shareholders.

If a quorum is present, the affirmative vote of Fifty-One (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

ARTICLE XIV. DIVIDENDS

Dividends may be paid to Shareholders (only out of the unreserved and unrestricted earned surplus of this Corporation).

ARTICLE XV. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation

shall be managed under the direction of the Board of Directors of the Corporation.

ARTICLE XVI. DIRECTORS' TERMS

The Shareholders of this Corporation shall not be entitled to remove any Director from office during his term.

ARTICLE XVII. DIRECTOR QUORUM AND VOTING

Fifty-One (51%) percent of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the Directors present shall be the act of the Board of Directors.

ARTICLE XVIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVII. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XX. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officer or director, to the fullest extent permitted by law.

ARTICLE XXI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XXII. SUBCHAPTER S AND SECTION 1244 STOCK ELECTION

It is the intent of the Incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of APRIL, 1996.

Witnesses:

Barbara Nichols
Barbara Nichols

Annette Bonz
Annette Bonz

STATE OF FLORIDA

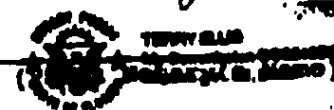
COUNTY OF BROWARD

B. L. Hollander
BRUCE L. HOLLANDER
Subscriber/Incorporator

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, BRUCE L. HOLLANDER, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of APRIL, 1996.

[Signature]
Notary Public



My Commission Expires:

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY ACCEPT the designation as Resident Agent for
PARAMOUNT PERFORMANCE, INC.

Dated this 19th day of April, 1996.

B. L. Hollander
BRUCE L. HOLLANDER
Resident Agent