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9/25/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003006  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: ONE BRITISH PERFORMANCE PARTS, INC.  
AUDIT NUMBER.....H96000013457  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
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TALLAHASSEE, FLORIDA

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**Articles of Incorporation  
of  
ONE British Performance Parts, Inc.**

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TALLAHASSEE, FLORIDA

**Article I. Name**

The name of this Florida corporation is:  
ONE British Performance Parts, Inc.

**Article II. Address**

The mailing address of the Corporation is:  
ONE British Performance Parts, Inc.  
13271 157th Court North  
Jupiter FL 33478

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Dana Phelps  
Rodney Barkalow

**Article VI. Incorporator**

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

**Article VII. Corporate Existence**

The corporate existence of the Corporation shall begin effective September 25, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 25, 1996

Corporate Creations International Inc.

By: Brian R. Fons  
Brian R. Fons Vice President

H96000013457

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0666

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
**ONE British Performance Parts, Inc.**

**REGISTERED AGENT:**  
**Corporate Creations Enterprises, Inc.**  
**4521 PGA Boulevard #211**  
**Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises, Inc.**  
**Brian R. Fons, Vice President**

**Date: 9/25/9**

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**Corporate Creations International Inc.**  
**401 Ocean Drive • Suite 312 • Door Code #125**  
**Miami Beach FL 33139-6629**  
**(305) 672-0686**

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**British Performance Parts, Inc.**

13271 157th Ct N  
Jupiter, Florida 33478  
USA  
Voice/Fax (561)748-4596

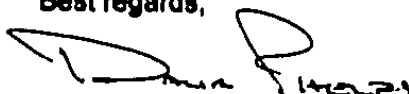
**TO:** State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

**FROM:** Dana Phelps

**DATE:** 1/29/97

**RE:** Please note the change of registered agent. Attached statement has been sent to the previous registered agent Corporate Creations. Processing fee has been included. Thanks for all your help.

Best regards,



Dana Phelps

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TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: ONE British Performance Parts, Inc.
2. The mailing address of the corporation is: ONE British Performance Parts, Inc  
13271 157th Ct. N. Jupiter Florida 33478
3. Date of incorporation/qualification: Sept. 25, 1996 Document number: P96000079711
4. The name and address of the current registered agent and office:

Corporate Creations Enterprises, Inc.

4521 PGA Boulevard #211

Palm Beach Gardens FL 33418

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Dana Phelps

13271 157th Ct. N.

Jupiter FL 33478

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

1/29/97  
(Date)

Dana Phelps

(Printed or typed name and title)

1/29/97

(Date)

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

(Signature of Registered Agent)

1/29/97  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)