

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

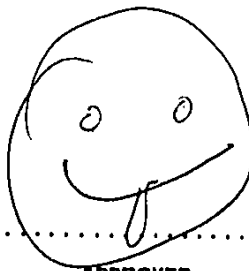
To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 14 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB 14 1997



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/4/97		
TIME	9:30		
BY	CD		

WALK-IN
Will Pick Up _____

RE: Superformance of
Florida, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUPERFORMANCE OF FLORIDA, INC.

ARTICLE I - Name and Principal Office

The name of this corporation is **SUPERFORMANCE OF FLORIDA, INC.** The principal office of this corporation is: **8820 - 66TH STREET NORTH, PINELLAS PARK, FL 33782.**

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation shall be authorized to issue Ten Thousand (10,000) shares of common stock at \$.01 par value per share.

The holders of common stock shall be entitled to one (1) vote for each share held at all meetings of the Stockholders of this corporation, and such shares shall be fully paid and non-assessable.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: **911 CHESTNUT STREET, CLEARWATER, FL 34616**, and the name of the initial registered agent of this corporation at that address is: **MICHAEL T. CRONIN.**

ARTICLE VI - 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 in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Name

Address

Michael T. Cronin

911 Chestnut Street
Clearwater, FL 34616.

ARTICLE VII - Incorporator

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

Name

Address

Michael T. Cronin

911 Chestnut Street
Clearwater, FL 34616.


ARTICLE VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of February, 1997.

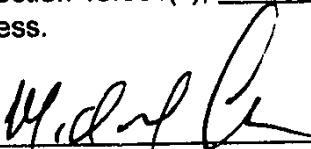

Michael T. Cronin

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, **SUPERFORMANCE OF FLORIDA, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **MICHAEL T. CRONIN**, located at **911 CHESTNUT STREET, CLEARWATER, FL 34616**, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.



Michael T. Cronin

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TALLAHASSEE, FLORIDA