

CUSTOM SPEED & PERFORMANCE, INC.

10189 S.W. 139th Court, Miami, FL 33186

Telephone: (305) 232-7337
Fax: (305) 383-7264

P97000025089

March 13, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee
Florida 32314

100002115931--3
-03/18/97-01033--019
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for CUSTOM SPEED & PERFORMANCE, INC. along with our check in the amount of \$122.50 to cover the following costs:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00

	\$ 122.50
	=====

Please mail the certified copy to:

CUSTOM SPEED & PERFORMANCE, INC.
10189 S.W. 139th Court
Miami, FL 33186

Thank you for your attention.

Yours very truly,

Albert D. Greenfield
Albert D. Greenfield

J

Enc.

Dmc
3/19/97

FILED
97 MAR 17 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CUSTOM SPEED & PERFORMANCE, INC.

FILED
97 MAR 17 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be CUSTOM SPEED & PERFORMANCE, INC. Its business shall be carried on at Miami, Dade County, Florida, and at such other points or places in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at 10189 S.W. 139th Court, Miami, Florida.

ARTICLE II - GENERAL NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To engage in the business of automotive repair, wholesale and retail sales of automotive parts, and wholesale and retail sales of automobiles.

(b) To purchase, lease, rent, sell, hold and otherwise acquire and dispose of real estate and personal property, both tangible and intangible, and to choose in action either as owner, broker, agent or factor; to loan money upon such property and to take mortgages and assignments of mortgages on the same; as agent, or broker, and for commission or otherwise, to sell, contract for sale, and otherwise deal in loans and mortgages of every kind, nature and description; and to transact all or any other business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of the corporation.

(c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(d) To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, preferred stock, and stock warrants

of, or any bonds or other evidences of indebtedness created by any other corporation or corporations, and puts, calls and options on the stock of any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(e) To purchase, sell, and transfer shares of its own capital stock;

(f) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

(g) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporations acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

(h) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be one thousand (1,000) shares of one dollar (\$1.00) par value.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 10189 S.W. 139th Court, Miami, Florida 33186.

The mailing address of the corporation shall be:
10189 S.W. 139th Court, Miami, Florida 33186.

ARTICLE VII - DIRECTORS

There shall be a board of directors for this corporation which shall consist of not less than one (1) and not more than three (3), the number of the same to be fixed by the corporate by-laws. Each of said directors shall be of full age and at least one of them be a citizen of the United States.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The first members of the first board of directors shall be: ALBERT D. GREENFIELD and JEFFREY H. GREENFIELD. The street address of such members of the first board of directors is 10189 S.W. 139th Court, Miami, Florida 33186. The members of the first board of directors, unless otherwise provided by the by-laws, shall hold office for the first year of the existence of the corporation or until a successor or successors is/are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is: ALBERT D. GREENFIELD. The street address of the subscriber is 10189 S.W. 139th Court, Miami, Florida 33186.

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the board of directors, and may vote at any such meeting of the board of directors, of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscriptions to any person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand

in lieu of the original subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

 (SEAL)
ALBERT D. GREENFIELD

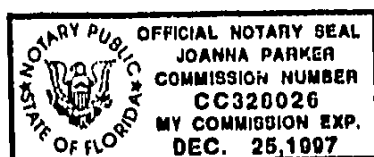
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ALBERT D. GREENFIELD, to me known to be the person described in and as a subscriber to the foregoing Articles of Incorporation, who executed same, and acknowledged before me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 13th day of MARCH, 1997.


NOTARY PUBLIC/STATE OF FLORIDA AT LARGE

My commission expires:



FILED

97 MAR 17 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED


In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance of said Act:

FIRST that CUSTOM SPEED & PERFORMANCE, INC., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation,
at City of Miami, County of Dade, State of Florida has named
ALBERT D. GREENFIELD located at 10189 S.W. 139th Court, Miami,
County of Dade, State of Florida as its agent to accept service
of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept Service of Process for the
above state corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

By:


Registered Agent