

P97000046894
TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 12:17

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

SUBJECT: A & M Performance Inc.
(Proposed corporate name - must include suffix)

300002189533--E
-05/23/97--01038--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Angel Valentin
Name (Printed or typed)

3319 N.W. 24ave
Address

Miami, Florida 33142
City, State & Zip

305-635-4293
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles Of Incorporation
Of
A&M Performance Inc.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 12:17

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 -NAME

The name of the Corporation is A&M Performance, Inc.

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPLE OFFICE

The address of the principle office of this Corporation is 3319 Northwest 24 Avenue, Miami, Florida 33142 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Angel Valentin
3319 N.W. 24 Avenue
Miami, Florida 33142

ARTICLE 5- PRESIDENT

The initial President of the Corporation shall be Angel Valentin whose address shall be the same as the principal office of the Corporation.

ARTICLE 6- CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certification cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10- TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to,

or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11- REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Corporation is Angel Valentin 3319 N.W. 24 Avenue, Miami, Florida 33142

ARTICLE 12-BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to take

action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now

or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLES INCORPORATOR

The names and street address of the incorporators to these Articles of Incorporation are:

Angel & Maria Isabel Valentin /
3319 N.W. 24ave
Miami, Fl. 33142

ANGEL VALENTIN - PRESIDENT
MARIA ISABEL VALENTIN - VICE PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 12:17

The undersigned incorporators have executed these Articles of Incorporation this

21ST day of MAY, 19 97.

I UNDERSTAND AND ACCEPT THE DUTIES AS
REGISTERED AGENT FOR THE ABOVE MENTIONED
CORPORATION.

Angel Valentin
REGISTERED AGENT / President

Maria Valentin
Secretary