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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: G.P.I. PERFORMANCE, INC.

AUDIT NUMBER.....H97000011528

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION FOR  
G.P.I. PERFORMANCE, INC.**

**Article I - NAME**

The name of the corporation is G.P.I. PERFORMANCE, INC.

**Article II - PRINCIPAL OFFICE**

The Principal place of business and mailing address of this corporation is 19221 NE 10<sup>th</sup> Avenue, Suite 505, North Miami Beach, Florida 33179.

**Article III - OFFICERS**

The name and address of the initial officer(s) is:

President: Claudio Gimenez  
Vice-President: Wayne F. Knight  
19221 NE 10<sup>th</sup> Avenue  
Suite 505  
North Miami Beach, Florida 33179

**Article IV - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares with a \$1.00 par value.

**Article V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent for this corporation is Claudio Gimenez, 19221 NE 10<sup>th</sup> Avenue, Suite 505, North Miami Beach, Florida 33179.

**Article VI - INCORPORATOR**

The name and address of the incorporator for this corporation is Claudio Gimenez, 19221 NE 10<sup>th</sup> Avenue, Suite 505, North Miami Beach, Florida 33179.

The undersigned incorporator has executed these Articles of Incorporation on this 10th day of July, 1997.

x 

Claudio Gimenez

Prepared by: Avi Carmel, Esq., Florida Bar No. 0764530

Carmel & Associates, P.A., 100 N Biscayne Blvd. #2800, Miami, Florida - (305) 577-8600

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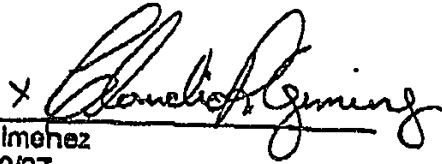
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/register agent, in the State of Florida.

The name of the corporation is : G.P.I. PERFORMANCE, INC.

The name and address of the registered agent is: Claudio Gimenez, 19221 NE 10<sup>th</sup> Avenue, Suite 505, North Miami Beach, Florida 33179

Having been named registered agent for the stated corporation, I hereby accept the appointment as a registered agent and I am familiar with and accept the obligation of my position.

x 

Claudio Gimenez  
Date 07/10/97

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