

P97000089243

October 14, 1997
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

SUBJECT: Apache Performance Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$78.75 for Filing Fee & Certificate

From: Angel Valentin
3319N.W. 24th Ave
Miami, Fl. 33142
Phone-Fax 305-635-4293

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Angel GAVE
AUTHORIZATION BY PHONE TO
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DATE 10/16/97
DOC. EXAM T.M.

10/16/97-7411

Articles Of Incorporation
Of
Apache Performance, Inc.

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 Apache 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 24th Avenue, Miami, Florida 33142 and the mailing address is the same.

ARTICLE 4 - INCOPORATOR

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

Maria Isabel Valentin
3319 Northwest 24th 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 pricipale 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 HUNDERD (7500) shares of common stock, each share having the par value on 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 shates 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 dirictors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to

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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 the 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 stocks 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 shares or right is registered on the books of the Corporation as the owner thereof, 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 AGENTS

The names and address of the registered agents of this Corporation are Angel
Valentin 3319 N.W. 24th 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 should 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, of the 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, 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 hereby subject to this reservation.

ARTICLE 15 - OFFICERS OF CORPORATION

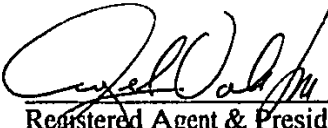
The officers of the Corporation are Angel Valentin - President and Maria Isabel Valentin - Vice-President & Secretary.

The undersigned incorporators have executed these Articles of Incorporation this
14 day of October, 1997

mentioned

I understand and accept the duties as
registered agent for the above

Corporation.


Registered Agent & President


Vice-President & Secretary, Incorporator

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