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LAW OFFICES OF
THOMAS J. THOMAS, P.A.

350 Royal Palm Way, 4th Floor
Palm Beach, Florida 33480
Telephone: (561) 655-7903

Thomas J. Thomas
Board Certified Attorney
In the Areas of Wills, Trusts,
Estates and Taxation

14155 U.S. Highway One
Suite 304
Loggerhead Plaza
Juno Beach, Florida 33408
Telephone: (561) 775-9155
Fax: (561) 775-0270

January 14, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002405173--9
-01/20/98--01101--020
****122.50 ****122.50

Re: USA Performance Products, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for the above-named corporation, along with a check to cover the following expenses:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	<u>\$122.50</u>

Please return the certified copy to the above Juno Beach address. Thank you for your attention to this matter.

Yours truly,

Thomas J. Thomas

Thomas J. Thomas

TJT/jms

Enclosures

D:\PANAIA\CORPFIL.LTR

FILED
98 JAN 20 AM 8:45
TALLAHASSEE, FLORIDA

B6 1-22-98

ARTICLES OF INCORPORATION

FILED

OF

98 JAN 20 AM 8:45

USA PERFORMANCE PRODUCTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this corporation is USA Performance Products, Inc.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is Fifty Million (50,000,000), all of which shall be common shares with a par value of \$.0001 per share.

ARTICLE FIVE

5.01 The street address and mailing address of the initial corporate office of the corporation is 3932 R.C.A. Boulevard, Suite 3209, Palm Beach Gardens, Florida 33410.

5.02 The name and address of the initial Resident Agent for this corporation to accept service of process within the State of Florida is David J. Panaia, 3932 R.C.A. Boulevard, Suite 3209, Palm Beach Gardens, Florida 33410.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is David J. Panaia, 3932 R.C.A. Boulevard, Suite 3209, Palm Beach Gardens, Florida 33410.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 One director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
David J. Panaia	3932 R.C.A. Boulevard Suite 3209 Palm Beach Gardens, FL 33410

ARTICLE EIGHT

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 13TH day of JANUARY, 1998.

INCORPORATOR:

David J. Panaia
DAVID J. PANAIA

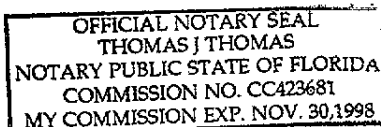
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13TH day of JANUARY, 1998, by David J. Panaia, who personally appeared before me, and (check one) ☒ who is personally known to me (or, if not personally known to me) _____ who has produced _____ as identification, and who did not take an oath.

NOTARY PUBLIC:

Thomas J. Thomas
Sign above and Print Name
Here: THOMAS J. THOMAS
My commission number, if any, is _____



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

USA Performance products, Inc. is a Florida corporation organized under the laws of the State of Florida, with its principal office at 3932 R.C.A. Boulevard, Suite 3209, Palm Beach Gardens, Florida 33410, in the County of Palm Beach, State of Florida, has named David J. Panaia, 3932 R.C.A. Boulevard, Suite 3209, Palm Beach Gardens, Florida 33410, its agent to accept service of process within this state.

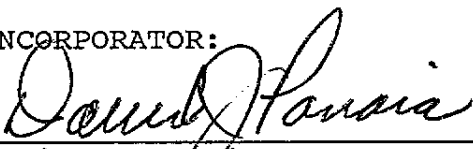
OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David J. Panaia	President/Secretary	3932 R.C.A. Boulevard Suite 3209 Palm Beach Gardens, Florida 33410

DIRECTORS

David J. Panaia	3932 R.C.A. Boulevard Suite 3209 Palm Beach Gardens, FL 33410
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INCORPORATOR:



David J. Panaia

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in office as required by law.



David J. Panaia, Registered
Agent

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FILED
98 JAN 20 AM 8:45
STATE
TALLAHASSEE, FLORIDA