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LAW OFFICES OF
LEE MAX ROTHMAN, P.A.

LEE MAX ROTHMAN, ESQ.
MEMBER OF FLORIDA
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ONE EXECUTIVE COURT
2295 CORPORATE BLVD., N. W.
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REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
CIVIL LITIGATION
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

May 13, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

RE: ATP PERFORMANCE PRODUCTS, INC.

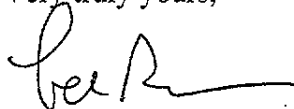
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$70.00 which represents the filing fee for the corporation as follows:

Filing Fee	\$ 35.00
Resident Agent Designation	<u>\$ 35.00</u>
Total	\$ 70.00

Please return the stamped copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Very truly yours,



Lee Max Rothman
Attorney at Law

LMR/alm
Enclosures

FILED
98 MAY 15 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature and date: 5/15/98

**ARTICLES OF INCORPORATION
OF
ATP PERFORMANCE PRODUCTS, INC.**

FILED

93 MAY 15 PM 12:55

**CLERK OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **ATP PERFORMANCE PRODUCTS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

321 N.E. 28th Road
Boca Raton, FL 33431

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Linda M. Hodson
2600 Greenwood Terr #G112
Boca Raton, FL 33431

Laura Davis
321 N.E. 28th Road
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 13 day of May, 1998.



LEE MAX ROTHMAN

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

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That T & T ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

ATP PERFORMANCE PRODUCTS, INC.

2. The name and address of the registered agent and office is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 12, 1998



LEE MAX ROTHMAN
Registered Agent

FILED
98 MAY 15 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA