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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: KING AUTOMOTIVE & PERFORMANCE, INC.

AUDIT NUMBER.....H98000013002

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

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

FAS-T CORP AGENTS, INC.

SUBJECT: KING AUTOMOTIVE & PERFORMANCE, INC.
REF: W98000015991

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000013002
Letter Number: 998A00037545

ARTICLES OF INCORPORATION OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

KING AUTOMOTIVE & PERFORMANCE, INC

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY: WOLF ACCOUNTING & TAX SERVICE, INC.
3300 University Drive, Suite 504
Coral Springs, Fl. 33065
(954) 346-3200

ARTICLE VII. Initial Registered Principal Office and Agent. The street address of the initial registered office of this corporation is: 613 N.W. 15th Ave. Pompano Beach, FL 33069 FL, and the name of the initial registered agent of this corporation at that address is *ANTHONY B. KING*

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

*ANTHONY B. KING
613 N.W. 15TH AVE.
POMPAHO BEACH, FL. 33069*

ARTICLE IX. Officers. The initial officers of the corporation will be: *ANTHONY B. KING* /President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

*ANTHONY B. KING
613 N.W. 15TH AVE
POMPAHO BEACH, FL. 33069*


ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: *1200 NE 48TH ST. POMPAHO BEACH, FL. 33064*

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 13th day of July
, 1998

 (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, _____, known to be and known by
me to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this _____ day of
, 199 .

NOTARY PUBLIC

My Commission Expires: _____

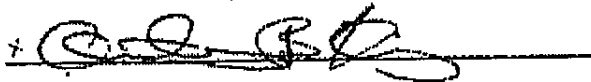
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations
Department of State Tallahassee, FL 32304

I, ANTHONY B. KING do hereby consent to serve as
registered agent for the Corporation,
this day of 13TH day of JULY, 1998.



Address of registered agent:

613 NW 15TH AVE
POMPADOUR BEACH, FL. 33069

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TALLAHASSEE, FLORIDA

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