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NAME: DYNO PERFORMANCE ENGINEERING, INC.

AUDIT NUMBER . . . . H98000017622

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

CERT. OF STATUS . . . 0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DYNO PERFORMANCE ENGINEERING, INC.**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I  
NAME**

The name of this corporation shall be: **DYNO PERFORMANCE ENGINEERING, INC.**

**ARTICLE II  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in automotive performance engineering and tuning, and any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by:  
Lawrence E. Crary III, Esquire  
555 Colorado Avenue  
Stuart, Florida 34994  
(561) 287-2600  
Fla. Bar No.: 250414

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**ARTICLE VIII  
NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

H. Eric Koll	9205 S.W. Kansas Avenue Stuart, Florida 34997
Michael Fox	3906 Oak Branch Circle West Memphis, Tennessee 38135
Henry L. Koll	9205 S.W. Kansas Avenue Stuart, FL 34997

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Henry L. Koll	9205 S.W. Kansas Avenue Stuart, FL 34997
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**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI  
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.

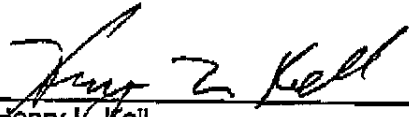
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**ARTICLE XII  
PREEMPTIVE RIGHTS**

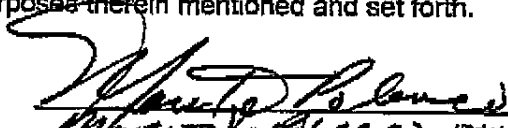
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 21 day of September, 1998.

  
Henry L. Koll

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of September, 1998 by Henry L. Koll, (PLEASE CHECK ONE OF THE FOLLOWING) [ ] who is personally known to me ~~or~~ [ ] who has produced Fla. Drivers License (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) [ ] did ~~or~~ [ ] did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

  
Maritza Polanco (Print Name)  
NOTARY PUBLIC  
My Commission Expires:

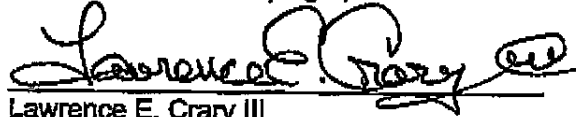


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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.



Lawrence E. Crary III  
Registered Agent

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