

P98000085408

EFFECTIVE DATE
9-25-98

September 28, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Auto Performance III, Inc.,
10938 E. Colonial Drive
Orlando, Florida 32817

900002654549--2
-10/02/98--01068--007
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find our Articles of Incorporation and the Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee and the registered agent fee.

Sincerely,

William R. Fulton

FILED
98 OCT -2 AM 10:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
10-6-98
6

ARTICLES OF INCORPORATION

OF

AUTO PERFORMANCE III, INC.

EFFECTIVE DATE
9-25-98

FILED
98 OCT -2 AM 10:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND DURATION

THE NAME of the corporation shall be AUTO PERFORMANCE III, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 25th day of September, 1998.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the corporation is 10938 E. Colonial Drive, Orlando, Florida 32817.

ARTICLE III

REGISTERED OFFICE AND AGENT

THE INITIAL registered office of the corporation shall be at 10938 E. Colonial Drive, Orlando, Florida, 32817. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent for the corporation shall be William R. Fulton, at 10938 E. Colonial Drive, Orlando, Florida 32817.

ARTICLE IV

CORPORATION PURPOSES, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporation purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

CAPITAL STOCK

1. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having a par value of Ten Dollars (\$10.00).

ARTICLE VI

INCORPORATOR

THE NAME and mailing address of the incorporator of this Corporation is as follows:

NAME:

William R. Fulton

ADDRESS:

10938 E. Colonial Drive
Orlando, Florida 32817

ARTICLE VII

BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

NAME:

William R. Fulton

Samuel S. Avola

ADDRESS:

8768 Grandee Drive
Orlando, Florida 32829

105 Constable Court
Orlando, Florida 32828

ARTICLE VIII

AMENDMENT

THIS CORPORATION reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholder herein are granted subject to this reservation.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholder specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of

the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at 10938 E. Colonial Drive, Orlando, Orange County, Florida, this 25th day of September, 1998.

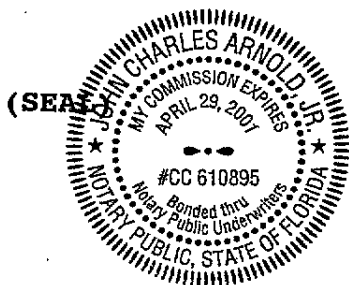
AUTO PERFORMANCE III, INC.

By:

William R. Fulton
WILLIAM R. FULTON
President

STATE OF FLORIDA }
 } SS
COUNTY OF ORANGE }

BEFORE ME, personally appeared William R. Fulton, and by production of a picture identification, ID# F435-936-57-4280, who, after being duly cautioned and sworn, deposes and states that he is the individual described in the above and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed, on this 25th day of September, 1998.



John C. Arnold, Jr.
Notary Public
State of Florida
My Commission Expires:

FILED
98 OCT -2 AM 10:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
the laws of
a corporation

ACCEPTANCE:

Registered Agent:

By: William R. Fulton
William R. Fulton

BEFORE ME, the undersigned authority, this day personally appeared William R. Fulton, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

John C. Arnold Jr.
Notary Public
State of Florida
My Commission Expires: