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BAILEY & TRUMBO, P.A.

Attorneys at Law

Robert H. Bailey, Jr.

Robert B. Trumbo, Jr.

Board Certified Civil Trial and
Worker's Compensation Lawyer

November 18, 1998

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

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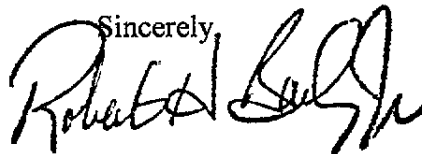
RE: BNO Performance Automotive and Marine, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation of BNO Automotive and Marine, Inc.
Please file the original and return a certified copy to our office. Mr. Christensen's check for the filing fee
in the amount of \$122.50 is also enclosed.

Thank you for your attention to this matter.

Sincerely,



Robert H. Bailey, Jr.

RBT/II

Enc.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
BNO PERFORMANCE AUTOMOTIVE & MARINE, INC.

The undersigned, acting as Incorporators of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is BNO PERFORMANCE AUTOMOTIVE & MARINE, INC.

ARTICLE II - DURATION

The period of its duration is perpetual. Corporate existence shall commence on the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is:

2130 Needle Palm Drive
Edgewater, FL 32141

The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue (100) shares, all of one class, at \$1.00 par value.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

Bailey & Trumbo, P.A. 340 North Causeway
New Smyrna Beach, Florida 32169

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial board of directors of this corporation are as follows:

Robert Christensen
2130 Needle Palm Drive
Edgewater, FL 32141

ARTICLE VIII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take are as follows:

| | |
|--------------------|------------|
| Robert Christensen | 100 shares |
|--------------------|------------|

**ARTICLE IX - DIRECTOR'S
AUTHORITY TO FIX COMPENSATION**

Directors shall have the authority to fix the compensation of the officers of the corporation.

ARTICLE X PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total

number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approved such contract or transaction, or that this or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by board, a committee or the share holders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or

transaction,

ARTICLE XII - INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XIII - AMENDMENT OF ARTICLES

The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XVI - INFORMAL ACTION OF DIRECTORS

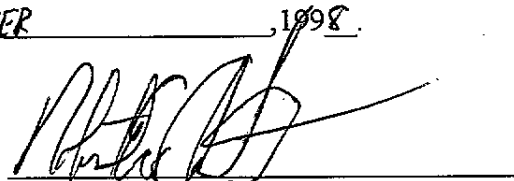
If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with

the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVII - AMENDMENT OF ARTICLES

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 this reservation.

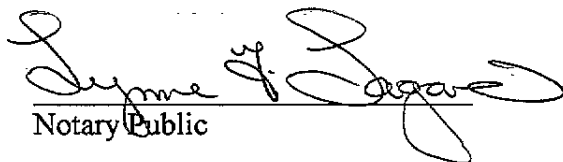
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 18 day of NOVEMBER, 1998.


ROBERT CHRISTENSEN

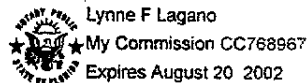
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT CHRISTENSEN, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of November, 1999.


Notary Public

Lynne F. Lagano
Printed Name of Notary Public
Commission No.
My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

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

BNO PERFORMANCE AUTOMOTIVE & MARINE, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office 2130 Needle Palm Drive Edgewater, FL 32141, Volusia County, Florida, has named Bailey & Trumbo, P.A., whose address is 340 North Causeway, New Smyrna Beach, Volusia County, Florida as its agent to accept service of process within this state.

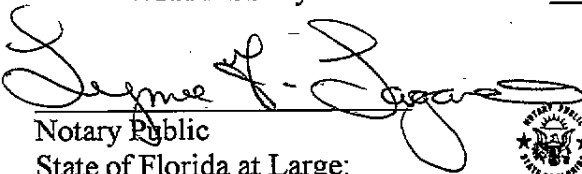
INCORPORATOR:


ROBERT CHRISTENSEN

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME personally appeared ROBERT CHRISTENSEN, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 18th day of November, 1999.



Notary Public

State of Florida at Large:

My commission expires:



Lynne F. Lagano

My Commission CC768967

Expires August 20 2002

ACCEPTANCE:

I AGREE as Resident Agent to accept Service of Process; to keep the office open during prescribed business hours; to post my name and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address, in some conspicuous place in the office as required by law.

Dated this 18 day of November, 1998.



ROBERT H. BAILEY, JR., of
BAILEY & TRUMBO, P.A.
340 North Causeway
New Smyrna Beach, FL 32169
(904) 423-1110

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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