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*****78.75 *****78.75

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of PRO-FORMANCE AUTOMOTIVE, INC., and also the Certificate of Appointment of Statutory Agent for filing purposes. Please make the effective date of the corporation MARCH 1, 1999.

I have also enclosed a check in the amount of \$78.75 to cover the costs as follows:

\$35.00 : Filing fees
\$35.00 : Registered Agent designation
\$ 8.75 : Certified copy

Please forward a certified copy of the Articles of Incorporation to the below address:

MR. AND MRS. ROBERT A. JEWETT
2431 N.E. 19th Avenue
Ocala, FL 34470

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at either the address as shown above, or by telephone at (352) 351-0922.

Sincerely,

Robert A. Jewett
Robert A. Jewett

EFFECTIVE DATE

3-1-99
encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PRO-FORMANCE AUTOMOTIVE, INC.

EFFECTIVE DATE

3-1-99

ARTICLE I

NAME

The NAME of this corporation shall be:

PRO-FORMANCE AUTOMOTIVE, INC.

ARTICLE II

DURATION

This corporation is to exist PERPETUALLY, commencing at 12:01 a.m., March 1, 1999.

ARTICLE III

NATURE OF BUSINESS

The general NATURE OF the BUSINESS to be transacted by this corporation is to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

In addition to the above the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property to include but not limited to franchises, patents, copyrights, trademarks and licenses in the State of FLORIDA and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

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TALLAHASSEE, FLORIDA

(3) to purchase the assets of any other corporation or business entity and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of FLORIDA or any other state or government, and while owner of such stock to exercise any and all of the rights, powers and privileges of ownership to include but not limited to the right to vote such stock;

(5) to engage in any and all other activity and/or business whatever permitted under the laws of the UNITED STATES and of the State of FLORIDA.

A R T I C L E I V

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock with an initial par value of ONE AND NO HUNDREDTHS (\$1.00) DOLLAR per share. The par value of such stock may be adjusted from time to time by corporate resolution and dividends may be declared and distributed by the corporation to the respective shareholders of record at the total discretion of the Board of Directors of the corporation.

A R T I C L E V

PREEMPTIVE RIGHTS

Each and every shareholder, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the RIGHT to purchase a prorata share thereof at the price at which it is offered to others.

A R T I C L E V I

PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing addresses of the PRINCIPAL OFFICE of this corporation are:

2431 N.E. 19TH AVENUE, OCALA, FL 34470

The corporation has designated as its REGISTERED AGENT to accept service of process:

ROBERT A. JEWETT

A R T I C L E V I I

INCORPORATORS

The name and address of each INCORPORATOR of this corporation is:

ROBERT A. JEWETT
2431 N.E. 19TH AVENUE, OCALA, FL 34470

A R T I C L E V I I I

DIRECTORS

This corporation shall have TWO (2) DIRECTORS initially. The number of Directors may be increased or diminished from time to time by by-laws and/or corporate resolution adopted and executed by the shareholders, but shall never be less than ONE (1). The name and address of each initial director of this corporation is:

ROBERT A. JEWETT
2431 N.E. 19TH AVENUE, OCALA, FL 34470

DEE DEE R. JEWETT
2431 N.E. 19TH AVENUE, OCALA, FL 34470

A R T I C L E I X

BY-LAWS

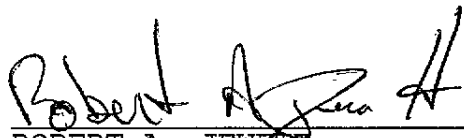
The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the shareholders.

A R T I C L E X

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 this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation, this 22nd day of February,
1999.

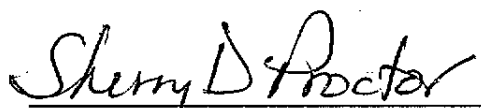

ROBERT A. JEWETT

A C K N O W L E D G E M E N T

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county set forth above, personally appeared
ROBERT A. JEWETT,
known to be and known by me to be the person who executed the fore-
going Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 22nd day
of February, 1999.


Notary Public
State of FLORIDA at Large
My commission expires:

SHERRY D. PROCTOR
Notary Public, State of Florida
My Comm. Expires Sept. 30, 2000
Comm. No. CC589616

CERTIFICATE OF APPOINTMENT OF STATUTORY AGENT


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST -- That PRO-FORMANCE AUTOMOTIVE, INC., desiring to organize under the laws of the State of FLORIDA with its principal office as indicated in the articles of incorporation within the City of OCALA, County of MARION, and State of FLORIDA has named ROBERT A. JEWETT, located at 2431 N.E. 19TH AVENUE in the City of OCALA, County of MARION, and State of FLORIDA as its REGISTERED AGENT to accept service of process within the state.

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ACKNOWLEDGEMENT

Having been named as REGISTERED AGENT for PRO-FORMANCE AUTOMOTIVE, INC. at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as REGISTERED AGENT for said corporation.


ROBERT A. JEWETT