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08/09/99

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

FILED
99 AUG 18 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Automotive Performance, Inc.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

7000002962967--5
-08/18/99--01045--007
****122.50 ****78.75

James Davis

Automotive Performance, Inc.

-----Mailing Address of Corporation-----

5108 Spirit Lake Road
Winter Haven, Florida 33880

-----Phone-----

(941) 299-8809

R. VARNADORE AUG 24 1999

ARTICLES OF INCORPORATION

of

Automotive Performance, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AUTOMOTIVE PERFORMANCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

**JAMES DAVIS
5108 Spirit Lake Road
Winter Haven, Florida 33880**

The principal office, if known, or the mailing address of the corporation is:

**Automotive Performance, Inc.
5108 Spirit Lake Road
Winter Haven, Florida 33880**

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and address of the initial director of the corporation is as follows:

James Davis
5108 Spirit Lake Road
Winter Haven, Florida 33880


ARTICLE VII - INCORPORATORS

The names and addresses of the incorporates are as follows:

James Davis 5108 Spirit Lake Road
Winter Haven, Florida 33880

In witness whereof, the undersigned subscriber(s) have executed these Articles of Incorporation this 13 day of August, 1999.

James Davis (Seal)
 (Seal)
Linda L. Hess (Seal)
 (Seal)

 **LINDA L. HESS**
Notary Public, State of Florida
My comm. expires Dec. 9, 2000
Comm. No. CC606435

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

AUTOMOTIVE PERFORMANCE, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.051, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of incorporation

at 5108 Spirit Lake Road

Winter Haven, Fl. 33880-4836

has named JAMES DAVIS

located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

X James Davis