

P02000036331

BRIAN A. MALOOF, P.A.

Attorneys at Law
9190 Sunset Drive
Miami, Florida 33173
Telephone (305)596-5202
Facsimile (305)596-7835

FILED
02 MAR 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 2002

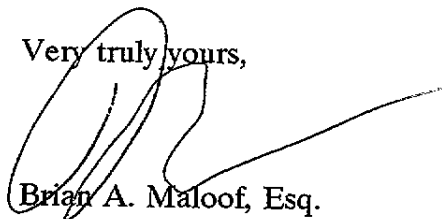
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for ERL Performance, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for ERL Performance, Inc., along with a check in the amount of \$78.75 for the filing fee. Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Very truly yours,



Brian A. Maloof, Esq.

400005174464--3
-03/28/02--01038--010
****157.50 ****78.75

BAM:kw

Enclosures

OB 4/3

ARTICLES OF INCORPORATION
OF
ERL PERFORMANCE, INC.

FILED
02 MAR 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is ERL PERFORMANCE, INC.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 per share par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

- a) Registered Agent – Brian Maloof, Esq.

- b) Registered Agent Office – 9190 Sunset Drive, Miami, Florida 33173

ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is 18728 S.W. 107th Avenue, Miami, Florida 33157. The mailing address of the corporation is 18728 S.W. 107th Avenue, Miami, Florida 33157.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

Director	Frank Smith 8250 S.W. 193 rd Street Miami, Florida 33157
----------	---

Director	Larry C. Wilkins 2400 E. Las Olas Blvd., #260 Ft. Lauderdale, Florida 33301
----------	---

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Brian A. Maloof, Esq,
9190 Sunset Drive
Miami, Florida 33173.

ARTICLE IX

AMENDMENT OF ARTICLES


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

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 (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 (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles this 20th day of March 2002.




BRIAN A. MALOOF, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

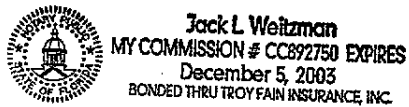
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, Brian A. Maloof, personally known to me or who presented _____ as identification, and known by me to be the person who executed the foregoing articles and who acknowledged to me that he executed the same freely and voluntarily, and who did (did not) take an oath.

WITNESS my hand and official seal this 20th day of March 2002.

My commission expires:



NOTARY PUBLIC, State of Florida
3.



FILED
02 MAR 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Sections 607.0501 and 607.0505 of the Florida Statutes.

DATED this 20th day of March 2002



BRIAN A. MALOOF, ESQ.
REGISTERED AGENT