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HOLBROOK, AKEL, COLD & STIEFEL, P.A.

ATTORNEYS AT LAW
INDEPENDENT SQUARE

INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.

95 AUG 16 11 24

TELEPHONE
(904) 356-6311

TELECOMEX
(904) 356-7330

August 16, 1995

AIRBORNE EXPRESS

Secretary of State
Corporations Division
The Capitol
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED 1 536-4 4 113
-00718/95--01045--014
*****PU, LRI *****PU, LRI

RE: Articles of Incorporation
GATOR LUBE OF CENTRAL FLORIDA, INC.

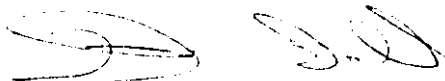
Dear Sirs:

We enclose the referenced corporate document, in duplicate, for filing and the filing fee of \$70.00.

Please advise us, in writing, of the approval and filing of this instrument. Please advise us if you need anything further.

Thank you for your cooperation.

Yours truly,



DANIEL D. AKEL

DDA/sdw
Enclosure
cc: Randy Schmitz, President

Called aware of similar name
#H06237 8/21/95 KAW.

48
8-21

FILED
95 AUG 18 11 2 AM
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION
OF
GATOR LUBE OF CENTRAL FLORIDA, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: **GATOR LUBE OF CENTRAL FLORIDA, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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 evidences 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 all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin upon filing.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

9215 East Saffron Drive, Jacksonville, Florida 32257

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one.

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Randy Schmitz	9215 East Saffron Drive Jacksonville, FL 32257

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
DANIEL D. AKEL	2301 Independent Square One Independent Drive Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other

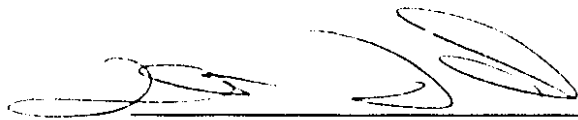
corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 2301 Independent Square, One Independent Drive, Jacksonville, Florida 32202, and the registered agent at that same address is DANIEL D. AKEL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



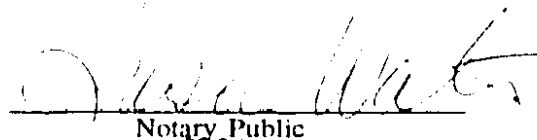
DANIEL D. AKEL

STATE OF FLORIDA

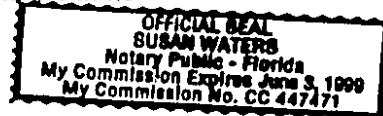
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DANIEL D. AKEL, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 16th day of August, A. D. 1995.

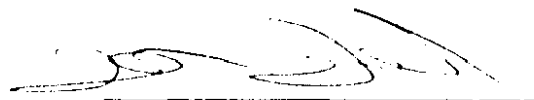

Notary Public

My Commission expires:



**ACKNOWLEDGEMENT AND ACCEPTANCE OF
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


DANIEL D. AKEL
Registered Agent

FILED
95 AUG 16 PM 2:46
TELEPHONE RECORDING

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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW
INDEPENDENT SQUARE
1 INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

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DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

September 26, 1995

Secretary of State
Corporations Division
The Capitol
409 East Gaines Street
Tallahassee, Florida 32301

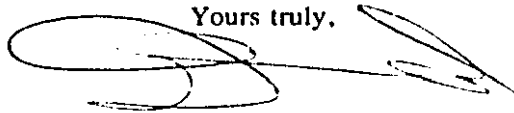
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*****35.00 *****35.00

RE: Gator Lube of Central Florida, Inc.
Address Change

Dear Sirs:

For filing, enclosed please find a check in the amount of \$35.00 along with Articles of Amendment to the Articles of Incorporation, changing the address of the corporation. Once this process has taken place, please mail us a letter of confirmation.

Yours truly,



DANIEL D. AKEL

DDA/sdw
Enclosures

*Charged. corp. add. ✓
Lunde*

secsta3.ltr/ltr.34/sdw

FILED
25 OCT -2 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
GATOR LUBE OF CENTRAL FLORIDA, INC.

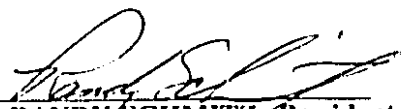
FILED
95 OCT -2 AM 11:08
CLERK OF COURT
TALLAHASSEE, FLORIDA

The Articles of Incorporation of this corporation are hereby amended as follows:

1. Article I of the Articles of Incorporation is hereby amended to change the address of the corporation to 2240 Hamlet Drive, Melbourne, Florida 32935.
2. The effective date of this amendment shall be upon filing.
3. This amendment was adopted by the directors and shareholders of this corporation at a joint meeting held on this 26th day of September, 1995.

GATOR LUBE OF CENTRAL FLORIDA, INC.

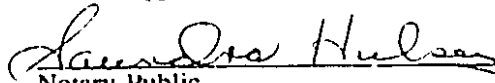
BY:


RANDY SCHMITZ, President

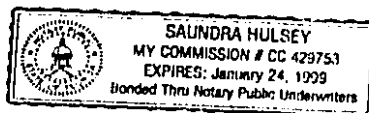
STATE OF FLORIDA
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 18 day of September, 1995 by **RANDY SCHMITZ**, President of GATOR LUBE OF CENTRAL FLORIDA, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or produced a driver's license as I.D. and did take an oath.

FOL. 5532.720.60.064-U


Notary Public

My Commission expires:



MINUTES OF JOINT SPECIAL MEETING
OF SHAREHOLDER AND DIRECTOR OF
GATOR LUBE OF CENTRAL OF FLORIDA, INC.

A joint special meeting of the Shareholder and Director of this corporation was held on the 20th day of September, 1995.

The following Shareholder and Director of the corporation was present:

RANDY SCHMITZ

The President of the corporation acted as Chairman of the meeting and the Secretary of the corporation recorded the minutes as Secretary thereof. The Shareholder and Director waives notice of and consents to this meeting by signing at the end of these minutes.

The President announced that the purpose of the meeting was to change the address of the corporation. Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, the address of the corporation shall be changed to **2240 Hamlet Drive, Melbourne, Florida 32935** and the officers of the corporation are authorized and directed to execute and file the appropriate Articles of Amendment to the Articles of Incorporation to accomplish this effective on filing with the Secretary of State of Florida.

There being no further business before the meeting, the meeting thereupon adjourned.


RANDY SCHMITZ, Chairman, Secretary
& Director