P96000079761

L. WESLEY NICHOLS, P.A.
ATTORNEY AT LAW
11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410

MEMBER
FLORIDA BAR
CONNECTICUT BAR

TELEPHONE (561) 691-2020
FAX (561) 622-6521

LYNNE A. HAGIBEE, CLA
CERTIFIED LEGAL ASSISTANT

100001595571
-03/24/96--01150-005
****122.50 ****122.50

September 18, 1996

Secretary of State
Florida Department of State
Corporations Divisions
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 AM 8:41

Re: 2 Minute Oil Change, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for 2 Minute Oil Change, Inc. along with my trust account check in the amount of $122.50 as and for filing fees. Please cause these Articles of Incorporation to be filed and return to me a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me.

Sincerely,

L. Wesley Nichols, Esq.

LWN/lh
Enclosure

D. BROWN SEP 26 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 8:42

ARTICLES OF INCORPORATION
OF
2 MINUTE OIL CHANGE, INC.

The undersigned, desiring to form a corporation under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is: 2 MINUTE OIL CHANGE, INC.

ARTICLE II - PURPOSE

a. The general nature of the business to be conducted and carried on by the corporation is to develop, manufacture, market and sell the External Pressure Lubricant Retrieval Apparatus.

b. To engage in every aspect of each every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; accept that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or state fair of exposition.

c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business,

and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

d. To purchase, sell, pledge, subscribe or otherwise acquire and to hold the shares, stocks, bonds, divestures, features, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monied or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, obligations or proceeds thereof among the stockholders of this company.

e. The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

f. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

g. The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

h. The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its assets.

i. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of $1.00 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors 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 1. The names and post office addresses of the first board of directors who, being subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and laws of the State of Florida shall hold office for the 1st year of the corporation's existence, or until their successors are selected and have been qualified, are as follows:

Stephen E. Egan - President and Secretary
1300 Broadway
Riviera Beach, Fl. 33404

Grahame L. Ingram Chairman of the Board
Vice President and Treasurer
401 Lake Shore Drive, Unit 402
Lake Park, Fl. 33404

ARTICLE VI - INCORPORATOR

The names and post office address of the incorporator of these Articles of Incorporation is:

Stephen E. Egan - 1300 Broadway
Riviera Beach, Fl. 33404

ARTICLE VII - AMENDMENT

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

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this corporation at that address is L. Wesley Nichols.

ARTICLE IX - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the corporation shall be located at 1300 Broadway, Riviera Beach, Florida 33404. The mailing address shall be P.O. Box 12652, Lake Park, Florida 33403.

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a corporation for profit to do business both without and within the State of Florida does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and does respectfully set his hand this __ day of September, 1996.

Grahame L. Ingram, Chairmen and Director

Stephen E. Egan, Incorporator and Director

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared GRAHAME L. INGRAM who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Incorporation and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 19th day of September, 1996.

Notary Stamp:

L WESLEY NICHOLS
My Commission CC346891
Expires Feb. 20, 1998
Bonded by HAI
800-422-1886

Notary Public

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared STEPHEN E. EGAN who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Incorporation and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 19th day of September, 1996.

Notary Stamp: L WESLEY NICHOLS My Commission CC346891 Expires Feb. 28, 1998 Bonded by HAI 800-422-1555

L. Wesley Nichols
Notary Public

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That 2 MINUTE OIL CHANGE, INC., desiring to organize under the laws of the State of Florida with its principal office in the City of Riviera Beach, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation, has named L. Wesley Nichols, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 9-19-96

Stephen E. Egan (Incorporator)

Having been named to accept services of process for the above stated corporation, at the

place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 9-19-96

L. Wesley Nichols
11380 Prosperity Farms Rd.
Prosperity Gardens, Suite 204
Palm Beach Gardens, Florida 33410

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 AM 8:42