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FLORIDA PROFIT CORPORATION OR P.A.

Georgia XPress Lubes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GEORGIA XPRESS LUBES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Georgia Xpress Lubes, Inc.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is 4686 Sunbeam Road, Suite 202, Jacksonville, Florida 32257.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

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ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael A. Candeto.

ARTICLE VII

Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The names and street addresses of the initial directors of the corporation are:

Terry L. Fowler
8130 Baymeadows Way, West, Suite 308
Jacksonville, Florida 32256

Brian L. Fowler
4686 Sunbeam Road, Suite 202
Jacksonville, Florida 32257

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles is:

Michael A. Candeto
200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

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ARTICLE X

Bylaws

The initial bylaws of this corporation shall be adopted by the initial directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE XI

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE XII

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIV

Amendment

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

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ARTICLE XV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 4th day of June, 2004.

Michael A. Candeto

Michael A. Candeto, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Execution of the foregoing instrument was acknowledged before me by Michael A. Candeto as incorporator of Georgia Xpress Lubes, Inc., a Florida corporation, on behalf of the corporation, this 4th day of June, 2004. Affiant ✓ is personally known to me or _____ produced _____ as identification.

L. Cherie Bennett

Notary Public, State of Florida

at Large

My commission expires: 11-6-05

Notarial Seal:



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CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

IN COMPLIANCE WITH SECTIONS 48.091, 607.0501 AND 607.0505, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT GEORGIA XPRESS LUBES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 4686 SUNBEAM ROAD, SUITE 202, CITY OF JACKSONVILLE,
STATE OF FLORIDA 32257, HAS DESIGNATED THE FOLLOWING REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE
SHOWN BELOW:

1. REGISTERED AGENT: Michael A. Candeto
2. REGISTERED OFFICE: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202-4308

By: Michael A. Candeto
Michael A. Candeto, Incorporator

Date: June 4, 2004

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Michael A. Candeto
Michael A. Candeto

Date: June 4, 2004

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