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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100001388431
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*****78.75 *****78.75

SUBJECT: Q Lube, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tracy White
(Name of Person)
Q Lube, Inc.
(Firm/Company)
1385 West 2200 South
(Address)
Salt Lake City, Utah 84119
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Tracy White at (801) 975 4668
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Q Lube, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 52-1422362
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 9, 1985 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1385 West 2200 South
Salt Lake City, Utah 84119
(Current mailing address)
8. Quick lube automotive services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marcia J. Sunahara

(Registered agent's signature)

Marcia J. Sunahara, Asst. Vice Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

For: Q-Lube, Inc.

13. By: David E. Neff Exec. Vice Pres., Sec.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID E. NEFF EXEC. VICE PRES., SEC.
(Typed or printed name and capacity of person signing application)

Q LUBE, INC.
October 4, 1994

BOARD OF DIRECTORS

Herbert M. Baum
Conrad A. Conrad
Jeffrey J. O'Neill
Charles F. Bechtel
David E. Neff
Kirk A. Umphrey

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OFFICERS

Herbert M. Baum	Chairman of the Board and Chief Executive Officer.	320-28-6760
Jeffrey J. O'Neill	President/Chief Operating Officer	561-72-3286
David E. Neff	Executive Vice President/ Secretary/General Counsel	528-82-7087
Kirk A. Umphrey	Executive Vice President, Operations	529-86-3566
Kay D. Olsen	Vice President, Training	529-78-9503
Kerry A. Scovill	Vice President, Finance	529-72-4145
W. Kory Jackson	Treasurer	528-94-3010
Conrad A. Conrad	Assistant Secretary/ Assistant Treasurer	184-36-8365
Shane D. Smoot	Assistant Secretary	528-23-2609

ADDRESSES

BUSINESS

Q Lube, Inc. (Q LUBE)
1385 West 2200 South
Salt Lake City, UT 84119

Quaker State Corporation (QSC)
255 Elm Street
Oil City, PA 16301

RESIDENCE

Herbert M. Baum (QSC)
503 West 1st Street
Oil City, PA 16301

Charles F. Bechtel (QSC)
85 Standish Boulevard
Pittsburgh, PA 15228

Conrad A. Conrad (QSC)
6 Glenwood Drive
Oil City, PA 16301

W. Kory Jackson (Q LUBE)
1385 West 2200 South
Salt Lake City, UT 84119

David E. Neff (Q LUBE)
1797 Mountain View Drive
Salt Lake City, UT 84106

Kay D. Olsen (Q LUBE)
5325 So. Penguin Circle
Salt Lake City, UT 84117

Jeffrey J. O'Neill (Q LUBE)
11436 High Mesa Drive
Salt Lake City, UT 84117

Kerry A. Scovill (Q LUBE)
8557 Kings Hill Drive
Salt Lake City, UT 84121

Shane D. Smoot (Q LUBE)
201 West Sunset View Drive
Centerville, UT 84014

Kirk A. Umphrey (Q LUBE)
3109 East Ksel Drive
Sandy, UT 84092

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "Q LUBE, INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JANUARY, A.D. 1995.

RECEIVED
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Edward J. Freel

Edward J. Freel, Secretary of State

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ATTESTATION

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DATE

01-11-95