

1000 American Avenue
Tallahassee, Florida 32301
West Palm Beach, Florida 33411
Tel. (407) 653-5124
Fax (407) 653-5125
Direct Dial (407) 653-5124

Attn: Mr. & Mrs. A. J. Brown
West Palm Beach, Florida 33411
Tel. (407) 653-5124
Fax (407) 653-5125

Quarles & Brady

October 31, 1994

F9500000581

Division of Corporation
Qualification Section
Post Office Box 6327
Tallahassee, FL 32314

10/31/94 10:00 AM
10/31/94 10:00 AM
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Attn.: Diana Cushing,
Corporate Specialist

Re: Lube Center Associates Limited Partnership
Reference Number: W94000009944

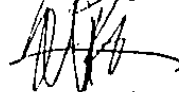
Dear Diane:

Enclosed please find the following in connection to the captioned matter:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. this firm's check in the amount of \$70.00 for the filing fee; and
3. copy of your letter dated June 13, 1994 for your reference.

If you have any questions, please do not hesitate to call this office.

Sincerely,



Stella Rita
Legal Assistant

/enc.

cc: GGR Oil, Inc.
Stuart Mermelstein, Esq.

222 Lakeside Avenue
6th Floor
Post Office Box 3188
West Palm Beach, Florida 33412-3188
(407) 653-5000
RES: (57) 5192 (Florida Only)
FAX: (407) 653-5113

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Direct Dial (407) 653-5124

Quarles & Brady

December 5, 1994

Florida Department of State
Division of Corporations
Qualification/Registration Section
Post Office Box 6327
Tallahassee, FL 32314

Attn.: Diane Cushing,
Corporate Specialist

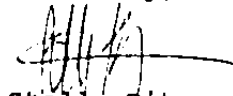
Re: Lube Center Associates Limited Partnership
Reference Number: W94000009944

Dear Diane:

Per your request of letter dated November 18, 1994 (copy attached), enclosed please find the a Certification of Account Status on GGR Oil, Inc. from the Texas Comptroller's Office stating that GGR Oil, Inc. is in good standing and has paid all of its corporate fees required in order to maintain its good standing status.

If you have any questions, please do not hesitate to call this office.

Sincerely,



Stella Rita
Legal Assistant

/enc.

cc: GGR Oil, Inc.
Stuart Mermelstein, Esq.

Quarles & Brady

272 Laureate Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33402-3188
407 653 5000
800 357 5192 (Florida Only)
FAX 407 653 5331

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Direct Dial (407) 653-5124

January 16, 1995

Florida Department of State
Division of Corporations
Qualification/Registration Section
Post Office Box 6327
Tallahassee, FL 32314

Attn.: Diane Cushing,
Corporate Specialist

Re: Lube Center Associates Limited Partnership
Reference Number: 294A00053653

Dear Diane:

Pursuant your request of letter dated December 20, 1994 (copy attached), enclosed please find a Certification of Good Standing from the office of the Secretary of State of Texas stating that GGR Oil, Inc. is in good standing and has paid all of its corporate fees required in order to maintain its good standing status.

If you have any questions, please do not hesitate to call this office.

Sincerely,


Stella Rita
Legal Assistant

/enc.

cc: GGR Oil, Inc.
Stuart Mermelstein, Esq.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 18, 1994

STELLA RITA
QUARLES & BRADY
P.O. BOX 3188
WEST PALM BEACH, FL 33402-3188

SUBJECT: G.G.R. OIL, INC.
Ref. Number: W94000024875

We have received your document for G.G.R. OIL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 894A00050166



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 20, 1994

STELLA RITA
QUARLES & BRADY
P.O. BOX 3188
WEST PALM BEACH, FL 33402-3188

SUBJECT: G.G.R. OIL, INC.
Ref. Number: W94000024875

We have received your document for G.G.R. OIL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The proper state official is not the Comptroller's office. You must obtain a certificate from the Secretary of State's office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 294A00053653

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. G.G.R. Oil, 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. Texas
(State or country under the law of which it is incorporated)
3. State Tax # 01-76-03125338
(FEI number, if applicable)
4. June 24, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 5, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1333JC Veterans Memorial Drive
Houston, TX 77014
(Current mailing address)
8. All lawful purposes
(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: Florida Lawdock, Inc.
Office Address: 222 Lakeview Avenue, 4th Floor
West Palm Beach, Florida, 33401
(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.

FLORIDA LAWDOCK, INC.

By: David L. Petersen V.P.

(Registered agent's signature)

David L. Petersen

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: Gilbert Gertner

Address: 13331C Veterans Memorial Drive
Houston, TX 77014

Vice Chairman: _____

Address: _____

Director: Robert A. Goldberg

Address: ~~13331C Veterans Memorial Drive~~ 15011 Fanning Creek
Houston, TX ~~77014~~ 77066

Director: Lance Rosmarin

Address: 13331C Veterans Memorial Drive
Houston, TX 77014

B. OFFICERS

President: Robert A. Goldberg

Address: ~~13331C Veterans Memorial Drive~~ 15011 Fanning Creek
Houston, TX ~~77014~~ Houston, TX 77066

Vice President: _____

Address: _____

Secretary: Lance Rosmarin

Address: 13331C Veterans Memorial Drive
Houston, TX 77014

Treasurer: Lance Rosmarin

Address: 13331C Veterans Memorial Drive
Houston, TX 77014

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

13. Robert A. Goldberg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Goldberg
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

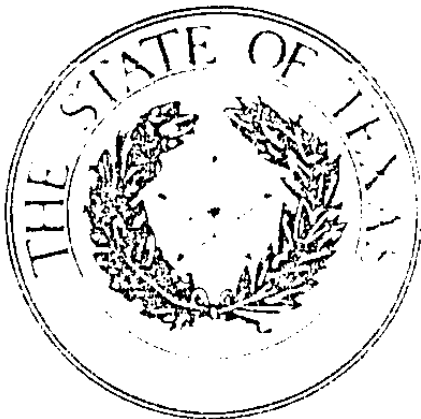
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

GGR OIL, INC.

were filed in this office and a certificate of incorporation was issued on
JUNE 24, 1992;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

RECORDED
INDEXED
JUN 25 1992



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 29, 1994.*

Nancy Kirk PH

Secretary of State