

F98000003144

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ILW Enterprises, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002535528-9
-05/26/98--01107--003
*****70.00 *****70.00

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:

John L. Winemiller
(Name of Person)

ILW Enterprises, Inc.
(Firm/Company)

P.O. Box 770697
(Address)

Orlando, FL 32877-0697
(City/State/Zip)

W28-1199

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

John L. Winemiller at (407) 251-8108
(Name of Person) (Area Code & Daytime Telephone Number)

6/4/98

COURIER ADDRESS:

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

MAILING ADDRESS:

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

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TALLAHASSEE, FLORIDA



CARS. WE KNOW 'EM.
WE LOVE 'EM.

JLW Enterprises, Inc.
d.b.a. JLW Southern Enterprises, Inc.

An Independent Licensee of
Valvoline Instant Oil Change Franchising, Inc.



June 1, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agnes Lunt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: JLW Enterprises, Inc.
Reference Number: W98000011988

Enclosed please find the "Resolution of Board of Directors" for JLW Enterprises, Inc. This is in response to your May 27th letter (Letter Number: 298A00029562). All corresponding documentation is enclosed as well. If there are any questions please feel free to contact me at (407) 251-8108.

Sincerely,

Michael E. Winemiller
Vice President, Administration



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

JOHN L WINEMILLER
JLW ENTERPRISES, INC.
P.O. BOX 770697
ORLANDO, FL 32877-0697

SUBJECT: JLW ENTERPRISES, INC.
Ref. Number: W98000011988

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TALLAHASSEE, FLORIDA

We have received your document for JLW ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 298A00029562

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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TALLAHASSEE, FLORIDA

I, the undersigned Michael E. Winemiller, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

JLW Enterprises, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of North Carolina,

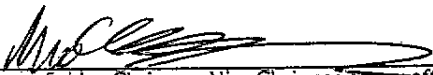
was duly adopted on June 1, 19 98.

Be it resolved, that JLW Enterprises, Inc.
(Corporate Name),

organized and existing in the State of North Carolina, hereby adopts the name

JLW Southern Enterprises, Inc. for use in Florida.

Dated: June 1, 1998



Signature of either Chairman, Vice Chairman or any officer

Michael E. Winemiller, Vice President
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. ILW Enterprises, 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. North Carolina 3. 56-1969589
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 22, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Estimate is June 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 770697
Orlando, FL 32877-0697
(Current mailing address)

8. To acquire, own, operate, dispose of and otherwise deal with
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) retail stores.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

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TALLAHASSEE, FLORIDA

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.

Gail Shelby, as agent
(Registered agent's signature) Gail Shelby

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John L. Winemiller

Address: 7 Woods Hill Drive
Town and Country, MD 63017

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John L. Winemiller

Address: 7 Woods Hill Drive
Town and Country, MD 63017

Vice President: John L. Winemiller III & Michael E. Winemiller

Address: 14328 Colonial Grand Blvd., Apt 3204
Orlando, FL 32837

Secretary: Gwendolyn B. Winemiller

Address: 7 Woods Hill Drive
Town and Country, MD 63017

Treasurer: _____

Address: _____

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

13. John L. Winemiller
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John L. Winemiller, Chairman, President & CEO
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

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SECRETARY OF STATE

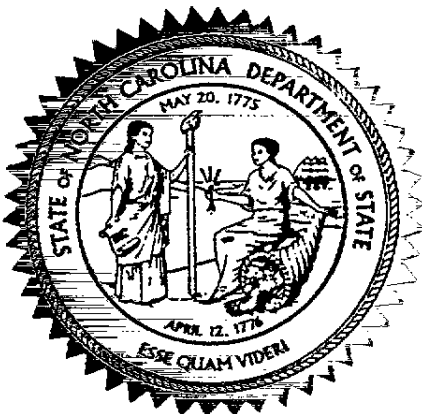
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

JLW ENTERPRISES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 22nd day of March, 1996, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of April, 1998.

Elaine F. Marshall

Secretary of State