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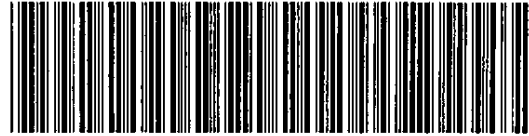
(Business Entity Name)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: United Petroleum Company, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Claude L. Terry/Executive Vice President

Name of Person

United Petroleum Company

Firm/Company

225 E. Germann Road, Bldg 1, Suite 140

Address

Gilbert, AZ 85297

City/State and Zip Code

cterry@united-lube.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Claude Terry

Name of Person

at (480) 719-7450

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. United Petroleum Company, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Quantum Lubricants, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Arizona 3. 27-4678192
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 27, 2011 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 9, 2012
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 225 E. Germann Road, Bldg 1, Suite 140
Gilbert, AZ 85297
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

See Attached list

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Sales & marketing of lubricant products to Distributors (wholesalers)

Claude L. Terry
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Claude L. Terry/Ex. VP

Typed or printed name of signee

BOARD OF MANAGEMENT INFORMATION
AS OF AUGUST 1, 2013

Ralph Palmen
18233 13th Ave. NW
Shoreline, WA 98177

Gary O'Malley
12405 223rd St SE
Snohomish, WA 98296
GC Investments Arizona, LLC

Paul Ormond
2420 Underhill Road
Toledo, OH 43615
North Star Capital Partners

Claude Terry
Executive Vice President/United Petroleum Company
225 E. Germann Road, Bldg 1, Suite 140
Gilbert, AZ 85297

AGT Investments, LLC

Shane Terry
President/United Petroleum Company
225 E. Germann Road, Bldg 1, Suite 140
Gilbert, AZ 85297

AGT Investments, LLC

SECRETARY OF STATE
CALL 800.352.6677
WWW.SOS.STATE.AZ.US

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

United Petroleum Company, LLC dba

If unavailable, the alternate to be used in the state of Florida is:

Quantum Lubricants, LLC

2. The name and the Florida street address of the registered agent and office are:

Capitol Corporate Services Inc.

(Name)

155 Office Plaza Drive, Suite A

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Peggy L. Allen, asst secy
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Jodi A. Jerich, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****UNITED PETROLEUM COMPANY, LLC*****

a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 27th day of January 2011.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company is not administratively dissolved for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed Articles of Termination as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 1st Day of August, 2013, A. D.




Jodi A. Jerich, Executive Director

By: 944028