

P000000 11861

January 28, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Pro Lube International, Inc.

700003116587--4
-01/31/00--01119--006
*****78.75 *****78.75

Dear Sir:

Enclosed please find 2 copies of the Articles of Incorporation for the above referenced Corporation. Please return a copy to the incorporator upon approval. If you have any questions please contact me at (940) 258-3422 extension 317.

Thank you.



Deborah S. Panholzer
2812 Nordman Ave.
New Smyrna Beach, FL 32168

FILED
00 JAN 31 AM 9:44
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PRO LUBE INTERNATIONAL, INC.

FILED
00 JAN 31 AM 9:04
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Article of Incorporation.

ARTICLE ONE

The Corporate name is:

PRO LUBE INTERNATIONAL, INC.

ARTICLE TWO

PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

608 S. Spring Garden Ave.
Deland, FL 32720

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue to 100,000 all of which shall be common shares with no par value.

ARTICLE SIX

The street address of the initial Registered Office of the Corporation is 608 S. Spring Garden Ave., Deland, FL 32720, and the name of the initial Registered Agent as such address is FRED BOWERMASTER

ARTICLE SEVEN

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The initial Director will be Fred Bowermaster and will so serve until elections are held at the next meeting of the shareholders.

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator is:

Deborah S. Panholzer
2812 Nordman Ave.
New Smyrna Beach, FL 32168
(904) 426-6092

The undersigned Incorporator has executed these Article of Incorporation this 30th day of December, 1999.


Incorporator, DEBORAH S. PANHOLZER

ARTICLE NINE

The corporate existence of the Corporation shall begin effective January 1, 2000

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provision of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is:

PRO LUBE INTERNATIONAL, INC.

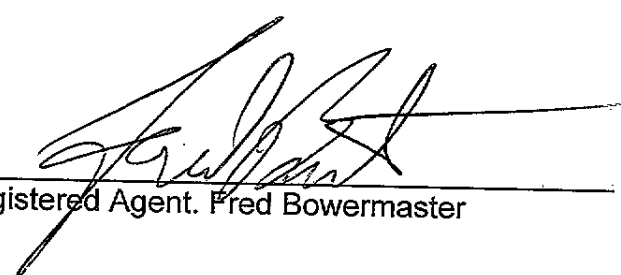
The name and address of the registered agent and office is:

Fred Bowermaster
608 S. Spring Garden Ave.
Deland, FL 32720

FILED
00 JAN 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept services of process for the above stated corporation 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 obligation of my position as registered agent.

DATE: This 30th day of December, 1999.



Registered Agent. Fred Bowermaster