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April 2, 1997

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

RE: South Lubes, Inc.
Document Number P94000065404

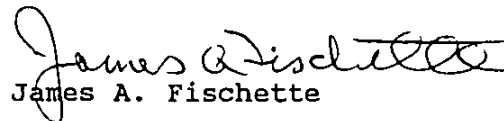
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*****87.50 *****87.50

Gentlemen:

Enclosed please find Articles of Amendment to the Articles of Incorporation of South Lubes, Inc. and our check for \$87.50, representing a filing fee of \$35.00 and certified copy for \$52.50.

I'd appreciate your calling the office of the undersigned when the amendment has been approved and advising Mrs. Carrie Smith, of the approval.

Very truly yours,


James A. Fischette

JAF/npg
Enclosure

SH 4/9
Amend.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SOUTH LUBES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida
General Corporation Act, the undersigned corporation adopts the
following Amendments to its Articles of Incorporation:

1. Article IV (A.) is hereby amended and changed as follows:

A. Authorized Capital. The maximum number of
shares of stock which this corporation is authorized to
have outstanding at any one time is 20,000 shares of
common stock having a par value of \$1.00 per share.

2. The foregoing Amendment to the Articles of Incorporation
was adopted by the unanimous vote of the Shareholders of the
Corporation, consisting solely of one voting group, at a duly
called Shareholders meeting held on March 31, 1997.

DATED this 2nd day of April, 1997.

SOUTH LUBES, INC.

By: Louis L. Huntley
LOUIS L. HUNTLEY, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared
LOUIS L. HUNTLEY, President of SOUTH LUBES, INC., who is to me well
known to be the person described in and who subscribed to the above
Articles of Amendment to the Articles of Incorporation, and he did
freely and voluntarily acknowledge before me according to law that
he made and subscribed to the same for the use and purposes therein
mentioned and set forth, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Orange Park in the County and State aforesaid, this 2nd
day of April, 1997.

James A. Fischette
_____, NOTARY PUBLIC
Commission Number: _____
My commission expires: _____



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97 APR -7 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA