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ACCOUNT NO. : 072100000032

REFERENCE : 984251 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 5, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 984251-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
Cone Yong Stewart & Houston,
P.o. Box 4550

Jacksonville, FL 32201

FILED
98 OCT -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SOUTH LUBES, INC.

EFFECTIVE DATE:

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*****43.75 *****43.75

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

 PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

Amend. & Restated

10-5-98

DIVISION OF CORPORATION

CONTACT PERSON: Cassandra Bryant

80:1 W 5-100 85

EXAMINER'S INITIALS:

CC

RECEIVED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
SOUTH LUBES, INC.**

The undersigned, pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, hereby amends and restates the Articles of Incorporation of South Lubes, Inc. by the shareholders and Directors of the Corporation to provide as follows:

ARTICLE I

The name of the corporation is South Lubes, Inc.

ARTICLE II

Nature of Business

This corporation is organized for the purpose of operating automotive oil change and other related automotive service facilities, and for the purpose of transacting any or all lawful business.

ARTICLE III

Principal Office

The principal office and mailing address of the corporation is 1890 Kingsley Avenue, Suite 104, Orange Park, Florida 32073.

ARTICLE IV

Capital Stock

The corporation shall have two classes of capital stock with the following rights and preferences:

1. In Class A, non-voting, preferred stock, 3,400 shares with a par value of \$.01 per share, Class A, non-voting, preferred shares shall be entitled to priority distributions equal to \$.26 of every dollar for the first \$5,000,000.00 to be distributed to the shareholders upon the sale, liquidation, or distribution from the Corporation to the shareholders. Preferred shareholders will also get the first \$.22 of every dollar of the second \$5,000,000.00 to be distributed to the shareholders and the first \$.20 of every dollar of the third \$5,000,000.00 to be distributed to the shareholders. Once these distributions are paid to the preferred shareholders totaling \$3,400,000.00, the preferred shares will be retired, and the Company cannot reissue the preferred shares once retired.

2. The corporation is also authorized to have outstanding at any one time 25,000 shares of common stock having a par value of \$1.00 per share.

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3. Every shareholder, upon the sale for cash or services of any new stock in this Corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this corporation is 1890 Kingsley Avenue, Suite 104, Orange Park, Florida 32073. The registered agent of this corporation is Louis L. Huntley.

ARTICLE VI

Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

ARTICLE VII

Adoption of Amendments

The amendments were approved by the shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

ARTICLE VIII

Amendment

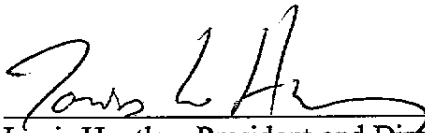
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidently, for services performed for the corporation to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the President has executed this Amendment and Restated Articles of Incorporation this 1st day of October, 1998.



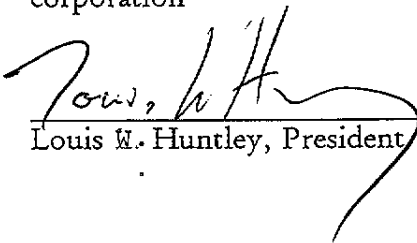
Louis Huntley, President and Director

CERTIFICATE ACCOMPANYING
AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH LUBES, INC.

1. The name of the corporation is South Lubes, Inc. ("Corporation").
2. This Certificate is delivered to the Florida Department of State for purposes of filing the attached Amended and Restated Articles of Incorporation of the Corporation pursuant to Florida Statutes § 607.1007(4) (1995).
3. The Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were unanimously approved by all of the shareholders and all of the members of the Board of Directors of the corporation by Written Consent dated as of Oct. 1, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of South Lubes, Inc., as of the 1st day of October, 1998.

SOUTH LUBES, INC., a Florida
corporation



Louis W. Huntley, President