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95 MAR -1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gulf Street
Tallahassee, Florida 32301

ATTN: Mrs. Jo Mynard, Supervisor, Charter Section

Re: Action Lube, Inc.

Dear Ms. Mynard:

Enclosed are the original and one copy of the executed Articles of Incorporation for the above-referenced corporation. Please indicate the filing of the Articles on the duplicate copy provided by stamping the filing date thereon and return same.

Your attention is directed to Article Two of the Articles of Incorporation which could state a specific commencement date for this corporation. Please make sure your records indicate the correct effective date if one is indicated.

Our check in the amount of \$70.00 is enclosed to cover the Registered Agent fee (\$35.00) and the filing fee (\$35.00).

EFFECTIVE DATE

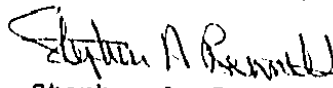
FEB 28 1995

T. BROWN MAR -1 1995

Secretary of State
February 28, 1995
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If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents. Thank you.

Very truly yours,


Stephen A. Bennett

SAB:sb

cc: Action Lube, Inc.

EA7-DANK11143\001\CORP-LTR.D01
2/28/95

EFFECTIVE DATE

FEB 28 1995

ARTICLES OF INCORPORATION OF Action Lube, Inc.

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95 MAR -1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: Action Lube, Inc.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is unknown, and the mailing address of this corporation is:

c/o Mark J. Bernet, Esq.
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
401 E. Jackson Street, Suite 2200
Tampa, Florida 33602.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Mark J. Bernet, 401 E. Jackson Street, Suite 2200, Tampa, Florida 33602.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Gary R. Yancich, 5402 N. Nebraska Avenue, Tampa, Florida.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Mark J. Bernet, 401 E. Jackson Street, Suite 2200,

Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

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

ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

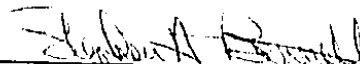
The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

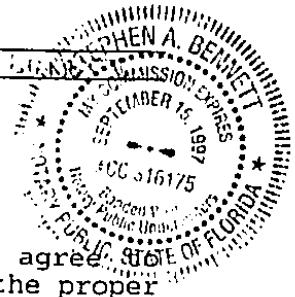
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 28th day of February, 1995.


Mark J. Bernet, as Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


The foregoing instrument was acknowledged before me this 28 day of February, 1995, by Mark J. Bernet, who is personally known to me or who has produced _____ as identification.


Printed Name: STEPHEN A. BENNETT
Notary Public
My Commission Expires: _____



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.


Mark J. Bernet, as Registered Agent