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GRACE & COUSE, P.A.

ATTORNEYS AT LAW

813/334-0811

A. DOUGLAS GRACE, JR.
E. G. COUSE (1941-1994)

2135 COTTAGE STREET
FORT MYERS, FLORIDA 33901-3614

March 24, 1995

Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

via Federal Express

Re: Incorporation of ValueLube, Inc.

Dear Sir:

950000060405
-03/27/95--01030--017
****122.50 ****122.50

Enclosed please find Articles of Incorporation for the above-captioned corporation.

Please certify the Articles of Incorporation and forward same to this office.

I have enclosed my firm's check in the amount of \$122.50 to cover the filing fee, certified copy fee and registered agent fee for the corporation.

Thank you for your attention to this matter.

Sincerely,

GRACE & COUSE, P.A.


A. Douglas Grace, Jr.

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Enclosures

BOYD/ValueLube:State.ltr

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ValueLube, Inc.

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of ValueLube, Inc., and hereby set forth and declare:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be ValueLube, Inc.

ARTICLE II
EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of stock at \$1.00 par value, which shall be designated as "common stock." The corporation shall have only one class of stock.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial principal office of the corporation is 5402 N. Nebraska Avenue, Tampa, Florida 33604, and the initial registered agent of this corporation is Albert Boyd, 2128 Cleveland Avenue, Fort Myers, Florida 33901.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and

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addresses of the initial board of directors are Albert Boyd, 2128 Cleveland Avenue, Fort Myers, Florida 33901, and Sylvia Boyd, 2128 Cleveland Avenue, Fort Myers, Florida 33901.

ARTICLE VII
INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are Albert Boyd, 2128 Cleveland Avenue, Fort Myers, Florida 33901 and Sylvia Boyd, 2128 Cleveland Avenue, Fort Myers, Florida 33901.

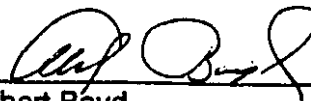
ARTICLE VIII
BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all Shareholders of the corporation and all rights conferred upon the Board of Directors are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 24th day of March, 1995.



Albert Boyd



Sylvia Boyd

STATE OF FLORIDA

COUNTY OF LEE

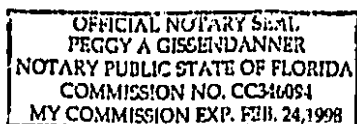
BEFORE ME, the undersigned authority, personally appeared ALBERT BOYD and SYLVIA BOYD, who

✓ are personally known to me
produced identification in the form of Florida Driver
Licenses

and who acknowledged before me that they signed the foregoing Articles of
Incorporation for the purposes therein expressed.

Sworn to before me this 24th day of March, 1995.

(SEAL)



Peggy A. Gissendanner
Notary Public

Peggy A. Gissendanner
(Printed Name of Notary Public)

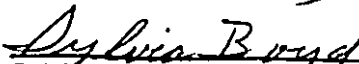
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034, Florida Statutes, the following is submitted:

That ValueLube, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5402 N. Nebraska Avenue, Tampa, Florida 33504 has named Albert Boyd, located at 2128 Cleveland Avenue, Fort Myers, Florida 33901 as its agent to accept service of process within Florida.


Dated: March 24, 1995.


Albert Boyd, Incorporator


Sylvia Boyd, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: March 24, 1995.


Albert Boyd

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