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ARTICLES OF INCORPORATION OF PEIRCE OIL, INC.

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I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Comporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Peirce Oil, Inc.

ARTICLE II Principal Office and Mailing Address

The address of the principal office of the corporation is 3200 Shawnee, Suite 1, West Palm Beach, FL 33409.

ARTICLE III Purposes

The purposes of which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares, consisting of one class only, designated as "Common Stock".

ARTICLE V Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

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ARTICLE VI Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII Besistered.Office.and.Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, 4th Floor, West Palm Beach, Florida 33402, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII

The name and address of the incorporator is Robert A. Goldberg, 3200 Shawnee, Suite 1, West Palm Beach, Florida 33409.

Executed this 4th day of April, 1995.

Robert A. Goldberg Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 5 day of April, 1995 by Robert A. Goldberg, who [X] is personally known to me or [] has produced as identification.

Signature of Officer

Typed/Stamped/Printed Name

Title/Rank

Commission No. Commission Expiration:



H9500000 3919

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE FOR SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Peirce Oil, Inc. desiring to organize under the laws of the State of Florids, has named Florida-Lawdock, Inc., located at 222 Lakeview Avenue, 4th Floor, West Palm Beach, Florida 33402, as its agent to accept service of process within Florida.

Incorporator

Dated: April 5 , 1995

That, having been named to accept service of process for the above-stated 2. corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.

FLORIDA-LAWDOC

Registered Agent

David L. Peterson Its Vice President

Dated: April 5, 1995

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STEDMAN-FLEURY

CUTIFIED PUBLIC ACCOUNTANT ACCOUNTING, TAX AND CONSULTING

M D ACH ARILANS, FL 33416 407) 024-0522 407) 024-0520

March 11, 1997

Division of Corporations P.O. Box 6327 Tallahassee, Fl. 32314

002112504---6 03/13/97--01064--003 *****43.75 *****43.75

Regarding: Name Change

Dear Sir,

Please find enclosed the paper work and check to change the name of Peirce Oil. Inc. to Lube Connection #2, Inc.

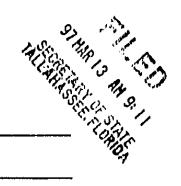
If there should be any further questions, please contact me at 1-561-624-0522 or the mailing address is:

Stedman-Fleury 3931 PGA Blvd. #3101 Palm Beach Gardens, Fl. 33401

Sincerely,

Karen E. Stedman CPA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Reince oil Tile.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ON A MOTION CILLY MADE AND SECONDED, AILD
AFTER DUE DELIBERATION, THE FOLLOWING RESOLUTION
WAS ADOPTED BY THE SOLE SNAREhOLDER:

THAT ARTICLE 1 WILL be Amended AS FOLLOWS:

THAT THE CORPORATION OF:

PEIRCE OIL, INC

WILL CHANGE ITS NAME TO:

Lube CONNECTION #2, INC.

EFFECTIVE: MARCH 12, 1997

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	The date of each amendment's adoption: March 12, 1997.
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
CD/	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
0	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
0	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this	
(B) the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
OR	
(By a director if adopted by the directors)	
OR	
(By an incorporator if adopted by the incorporators)	
	Robert A. Goldberg Typed or printed name
PRESIDENT Title	