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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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ARTICLES OF INCORPORATION
OF
ON-SITE OIL CHANGE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation is: ON-SITE OIL CHANGE, INC.

Article II
Duration

EFFECTIVE DATE

5-31-95

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

This Document Prepared by:
JACQUELINE M. VALDEMARCO, ESQ.
800 Douglas Road, Suite 140, Building B
Coral Gables, FL 33134
(305) 448-1300
Florida Bar # 0756120

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2040 South West 17th Street, Miami, FL 33145. The name of the initial registered agent of this corporation is ALVARO DEL RISCO. The principal office of the corporation shall be 2040 South West 17th Street, Miami, FL 33145.

Article VI
Directors

(a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
JAIME FRANCO	301 Michigan Avenue # 403 Miami Beach, FL 33139
ALVARO DEL RISCO	2040 South West 17th Street Miami, FL 33145

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 180, Building B
Coastal Gardens, FL 33134
(305) 443-1208
Florida Bar # 0726120

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Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

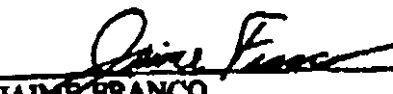
Article VIII
Incorporator

The name and street address of the incorporator of this corporation is: JAIIME FRANCO, 301 Michigan Avenue, # 403, Miami Beach, FL 33139.

Article IX
Amendment

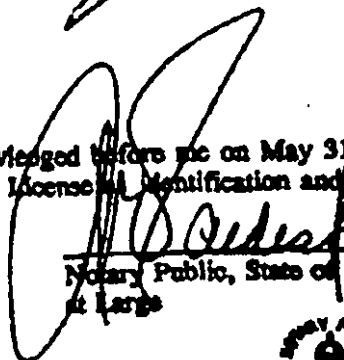
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles on May 31, 1995.


JAIIME FRANCO

STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me on May 31, 1995 by JAIIME FRANCO who produced a Florida Driver's License Identification and who did take an oath.


Notary Public, State of Florida
at Large

My Commission Expires:

This Document Prepared by:
JACQUELINE M. VALDESPIRO, ESQUIRE
200 Douglas Road, Suite 100, Building B
Coral Gables, FL 33134
(305) 443-1208
Florida Bar # 0756120



JACQUELINE VALDESPIRO
F. COMMISSION # CO 334121
EXPIRES DEC 8, 1997
Atlanta, Georgia, Inc.
800-728-2345

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

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

ON-SITE OIL CHANGE, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2040 South West 17th Street, Miami, FL 33145, has named ALVARO DEL RISCO, located at 2040 South West 17th Street, Miami, FL 33145, as its agent to accept service of process within Florida.


JAIME FRANCO
Incorporator

Dated: May 31, 1995

Having been named to accept service of process for the above stated 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 and complete performance of my duties.


ALVARO DEL RISCO
Registered Agent


STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me on May 31, 1995 by **ALVARO DEL RISCO** who produced a Florida Driver's License as identification and who did take an oath.


Notary Public, State of Florida
at Large

My Commission Expires:

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
600 Douglas Road, Suite 100, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0736120

 **JACQUELINE VALDESPINO**
COMMISSION # 00234121
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Atlantic Notary Co., Inc.
800-723-2945

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