

P95000047110

Irene de Camp

2631 E. OAKLAND PARK BOULEVARD, SUITE 101
FORT LAUDERDALE, FLORIDA 33300-1607

TELEPHONE (305) 563-3200
MOBILE PHONE 980-8622

WATS: 1-800-999-3401
TELEFAX: (305) 565-3401

000001517280
-06/20/95--01046--011
****122.50 ****122.50

June 10, 1995

Ms. Louise Flemming
Corporate Document Supervisor
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Dear Ms. Flemming:

Enclosed are the original and one copy of the Articles of Incorporation
for the proposed corporation:

ULTIMO Motor Oils, Inc.

Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$	35.00
Fee for Certified Copy of Certificate		52.00
Registered Agent Fee		35.00

TOTAL ENCLOSED

\$122.50

Please process these Articles of Incorporation for an effective date as soon as possible.
If you have any questions, please let me know. Thank you.

Sincerely,

Irene de Camp
Irene de Camp

Ide C/wbi
Enclosures

DmC
6/16/95

FILED
95 JUN 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 JUN 13 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
ULTIMO Motor Oils, Inc.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is:

ULTIMO Motor Oils, Inc.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Six Thousand (6,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. No shares have been issued.

ARTICLE V. REGISTERED OFFICE & REGISTERED AGENT

The initial registered office and place of business of the proposed corporation in the State of Florida is:

2631 E. Oakland Park Boulevard - Suite 101
Fort Lauderdale, Florida 33306-1607

The name of the registered agent at such address is:

ARMANDO ULTIMO

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the proposed corporation is one (1) member. The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
ARMANDO ULTIMO	4025 N. Federal Highway - #118-A Fort Lauderdale, FL 33308

The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders.

ARTICLE VII. SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation is:

NAME	ADDRESS
ARMANDO ULTIMO	4025 N. Federal Highway - #118-A Fort Lauderdale, FL 33308

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

Executed by the undersigned at Fort Lauderdale, Florida, on this

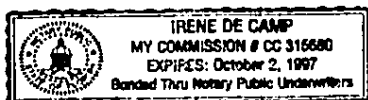
10TH day of JUNE, 1995.

Armando Ultimo
Armando Ultimo, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County named above, personally appeared Armando Ultimo, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above on this 10TH day of June, 1995.



Irene de Camp
Notary Public - State of Florida at Large

FILED
95 JUN 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

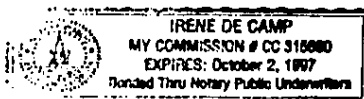
Pursuant to Chapter 48.091, '607.164 of the Florida Statutes, I,
ARMANDO ULTIMO, do hereby accept the designation as REGISTERED AGENT
of ULTIMO Motor Oils, Inc.

Armando Ultimo
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT on this day, before me, a Notary Public duly
authorized to take acknowledgments in the State and County named above, personally
appeared ARMANDO ULTIMO, to me known to
be the person described as the Registered Agent of and who accepted the designation by
signing the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above on this
10th day of June, 1995.



Irene de Camp
Notary Public - State of Florida at Large