

120 HAYS STREET
TALLAHASSEE, FL 32301
800-44-8081

9500059554



ACCOUNT NO. : 072100000032
REFERENCE : 651460 159342A
AUTHORIZATION : *Patricia Piziks*
COST LIMIT : 9 70.00

ORDER DATE : July 31, 1995
ORDER TIME : 12:03 PM
ORDER NO. : 651460
CUSTOMER NO: 159342A

300001550849

CUSTOMER: Mr. Nelson P. Acosta
MR. NELSON P. ACOSTA
60 Oakmont Circle
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: WINPARK TUNE AND LUBE, YNC.

FILED
95 AUG - 1 2 11: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN AUG - 2 1995

ARTICLES OF INCORPORATION
OF
WINPARK TUNE AND LUBE, INC.

FILED
25 AUG - 1 11:11
1964
TALLAHASSEE
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WINPARK TUNE AND LUBE, INC.

The address of the principal office of this corporation shall be 60 Oakmont Circle, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

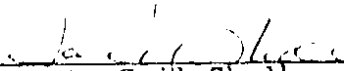
Nelson P. Acosta	60 Oakmont Circle Ormond Beach, Florida 32174
Alma F. Acosta	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

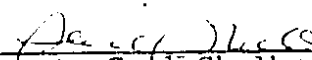
The undersigned incorporator has executed these Articles of Incorporation on August 1, 1995.



Its Agent, Gail Shelby
(Incorporator)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

AJR/dks

P 9500059554

ST. IN, SHAMS, ROSENBLUTH, MORAN, LOSEY & BRENNAN, P. A.

ATTORNEYS AT LAW
SUITE 900
111 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801-0073
(407) 641-7470

KEI H. SUDDH
MAURICE SHAMS
EMERY H. ROSENBLUTH, JR.
THOMAS P. MORAN
RALPH C. LOSEY
JOHN M. BRENNAN
ROBERT S. MACDONALD
MICHAEL J. BILMAN
DORIS W. HANCO
DILIAN J. MORAN
SIDNEY H. SHAMS
KELLY L. DRYSTONE
GABRIEL P. SWARTWOOD
ROBERT H. BROSBY, JR.

MAILING ADDRESS:
POST OFFICE BOX 005
ORLANDO, FLORIDA 32802-0005

FACSIMILE
(407) 641-7005

September 1, 1995

Secretary of State
Corporation Division
The Capitol
Tallahassee, Florida 32301

11/11/95 10:00 AM
11/11/95 10:00 AM
11/11/95 10:00 AM

Re: Articles of Amendment to
Articles of Incorporation of Winpark Tune and Lube, Inc.

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Amendment to Articles of Incorporation of Winpark Tune and Lube, Inc., together with a check in the amount of \$35.00 to cover the costs of recording.

If the above is in order, please file the Articles of Amendment and forward to us a stamped copy thereof in the enclosed self-addressed stamped envelope. If there is anything which is not in order, please call us collect.

Sincerely yours,

Robert S. MacDonald

RSM:nsw

Enclosures as noted.

C:CorpSecState:lr

FILED
95 SEP -6 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILED
11/11/95

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINPARK TUNE AND LUBE, INC.**

FILED
95-SEP-6 11:10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1006, Florida Statutes, the undersigned, constituting all the Directors and all the Shareholders of the corporation, on behalf of Winpark Tune and Lube, Inc., a Florida corporation, hereby adopts the following Articles of Amendment to our Articles of Incorporation:

- First:** The name of the corporation is Winpark Tune and Lube, Inc.
- Second:** The following amendments have been adopted in accordance with the requirements set forth in Chapter 607, Florida Statutes:

- A. Article II of the Articles of Incorporation of the corporation is amended in its entirety, and the following shall be inserted in its place and stead:

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact only those activities which are confined exclusively to the operation of a motor vehicle service center providing automotive engine performance and preventative maintenance services, including, but not limited to, electronic tune-ups, oil changes, lubrications, brake repair/replacements and other automotive maintenance and repair services.

- B. Article III of the Articles of Incorporation of the corporation is amended in its entirety, and the following shall be inserted in its place and stead:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.01 (one cent) per share.

Each stock certificate of the corporation shall have conspicuously endorsed upon its face the following printed legal legend:

The transfer of this stock is subject to the terms and conditions of a Franchise Agreement with

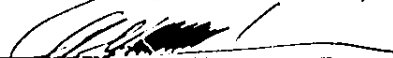
ATL International, Inc. Reference is made to the provisions of the said Franchise Agreement and to the Articles and Bylaws of this corporation.

Third: The date of adoption of the aforementioned amendments is the 31st day of August, 1995.

Fourth: These amendments to the Articles of Incorporation of Winpark Tune and Lube, Inc. are being made by the Shareholders and by the Board of Directors. The corporation only has one class of stock, such that there is only one voting group entitled to vote on this amendment. The number of votes cast for this amendment by such voting group was sufficient for approval by said voting group.

IN WITNESS WHEREOF, we have made and executed these Articles of Amendment to the Articles of Incorporation of Winpark Tune and Lube, Inc., this 31st day of August, 1995.

WINPARK-TUNE AND LUBE, INC.



NELSON P. ACOSTA, Sole Shareholder and Director


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of August, 1995, by NELSON P. ACOSTA, the sole Shareholder and Director of Winpark Tune and Lube, Inc., a Florida Corporation, on behalf of said corporation, who did not take an oath, and who (check one):

- are personally known to me; or
- produced the following identification, respectively:

(Seal)

OFFICIAL NOTARY SEAL
RHONDA ADAMS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC351984
MY COMMISSION EXP. MAR. 1, 1996



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Print Name: Rhonda Adams
My Commission Expires: _____