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1/04/96

FLORIDA DIVISION OF CORPORATIONS

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((H96000000185)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 866-8719

((H96000000185)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHERN EXPRESS LUBES, INC.

FAX AUDIT NUMBER: H96000000186

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1996

TIME REQUESTED: 11:49:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

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TALLAHASSEE, FLORIDA

*[Signature]*  
*1/4/96*

FLORIDA DIVISION OF CORPORATIONS

96 JAN-4 PM 1:29

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FAX AUDIT #H96000000185  
12/21/91

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN EXPRESS LUBES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be Southern Express Lubes, Inc.

**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 total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000), consisting of 5,000 shares of Non-Voting Common Stock and 5,000 shares of Voting Common Stock. The holders of the Non-Voting Common Stock shall not have the right to vote such shares on any matters submitted for the approval of the shareholders (whether at a meeting or by written consent or otherwise), except as required by the Florida Business Corporation Act. Except as provided herein, the Voting Common Stock and Non-Voting Common Stock shall be identical in all respects.

**ARTICLE IV. ADDRESS**

The mailing address of the corporation is 6900 Wisconsin Avenue, Suite 702, Bethesda, Maryland 20815.

The street address of the initial registered office of the corporation is 201 Genius Drive, Winter Park, Florida and the name of the initial registered agent of the corporation at that address is Edward S. O'Neill.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

FAX AUDIT #H96000000185  
JONATHAN E. COLE  
FLORIDA BAR #335622  
EDWARDS & ANGELL, 250 Royal Palm Way, Ste. 300, Palm Beach, FL 33480  
(407) 833-7700

FAX AUDIT #H96000000185

#### ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

David B. Morgan

17 Primrose Street  
Chevy Chase, MD 20815

Edward S. O'Neill

201 Genius Drive  
Winter Park, FL 32789

#### ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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**ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS**

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**ARTICLE IX. INCORPORATOR**

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

Jonathan E. Cole  
250 Royal Palm Way  
Suite 300  
Palm Beach, Florida 33480

**ARTICLE X. SHAREHOLDER QUORUM AND VOTING**

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

29<sup>th</sup> IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of December, 1995.

  
\_\_\_\_\_  
JONATHAN E. COLE

FAX AUDIT #H96000000185

RFD3986  
12/21/95

FAX AUDIT #H96000000185

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

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

Southern Express Lubes, Inc., desiring to organize under the laws of the State of  
Florida with its registered office, as indicated in the Articles of Incorporation, in the City of  
Winter Park, Orange County, State of Florida, has named Edward S. O'Neill, located at 201  
Genius Drive, Winter Park, Florida 32789, as its agent to accept service of process within this  
State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 29<sup>th</sup> day of December, 1995.

  
Edward S. O'Neill, Registered Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT #H96000000185

12/30/96 09:35PM

TO 19049224000

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12/30/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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9:18 AM

((H96000018108 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (407)833-7700

FAX #: (407)655-8719

NAME: SOUTHERN EXPRESS LUBES, INC.

AUDIT NUMBER.....H96000018108

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

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96 DEC 30 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**Merger Sheet**

-----  
**MERGING:**

**FLORIDA EXPRESS LUBES, INC., a Florida corporation, S47475**

**INTO**

**SOUTHERN EXPRESS LUBES, INC., a Florida corporation, P96000001118**

**File date: December 30, 1996, effective December 31, 1996**

**Corporate Specialist: Steven Harris**

12-30-96 09:35PM

TO 19049224000

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Fax Audit #H96000018108

12/16/96  
PLM\_14439

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95 DEC 30 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

of

**EFFECTIVE DATE**  
12-31-96

**FLORIDA EXPRESS LUBES, INC.**

and

**SOUTHERN EXPRESS LUBES, INC.**

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned corporations adopted the following Articles of Merger for the purpose of merging them into one of such corporations:

**FIRST:** The names of the undersigned corporations and the states under the laws of which each is organized are:

**FLORIDA EXPRESS LUBES, INC., a Florida corporation**

**SOUTHERN EXPRESS LUBES, INC., a Florida corporation**

**SECOND:** The laws of Florida permit such merger.

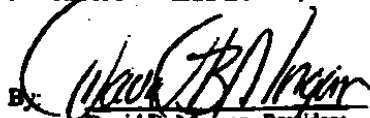
**THIRD:** The name of the surviving corporation is **SOUTHERN EXPRESS LUBES, INC.**, and it is to be governed by the laws of the State of Florida.

**FOURTH:** The following Plan of Merger was approved and adopted by the shareholders and directors of each of the undersigned corporations as of December 27, 1996, in the manner prescribed by the Florida Business Corporation Act:

See Exhibit A attached hereto and  
by this reference incorporated herein

**FIFTH:** The merger shall be effective as of the close of business on December 31, 1996.

**FLORIDA EXPRESS LUBES, INC.**

By:   
David B. Morgan, President

**SOUTHERN EXPRESS LUBES, INC.**

By:   
David B. Morgan, President

(Acknowledgments on Next Page)

FAX AUDIT #H96000018108  
Jonathan E. Cole  
Florida Bar No. 335622  
Edwards & Angell  
250 Royal Palm Way  
Palm Beach FL 33840  
561-833-7700



12-30-96 09:35PM

TO 19049224000

P003

FAX AUDIT #H96000018108

STATE OF MARYLAND  
COUNTY OF HONOLULU

The foregoing instrument was acknowledged before me by DAVID B. MORGAN,  
President of FLORIDA EXPRESS LUBES, INC., a Florida corporation, on behalf of the  
corporation. He is personally known to me, or produced  
identification.

[SEAL]

Kimlyn Hedgepeth  
Notary Public, State of Maryland

Kimlyn Hedgepeth  
Print Name

My Commission Expires: 6-30-97

KIMLYN HEDGEPEETH  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires June 30, 1997

STATE OF MARYLAND  
COUNTY OF HONOLULU

The foregoing instrument was acknowledged before me by DAVID B. MORGAN,  
President of SOUTHERN EXPRESS LUBES, INC., a Florida corporation, on behalf of the  
corporation. He is personally known to me, or produced  
identification.

[SEAL]

Kimlyn Hedgepeth  
Notary Public, State of Maryland

Kimlyn Hedgepeth  
Print Name

My Commission Expires: 6-30-97

KIMLYN HEDGEPEETH  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires June 30, 1997

FAX AUDIT #H96000018108

- 2 -

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12/16/96  
#14320

### PLAN OF MERGER

PLAN OF MERGER.(the "Plan") is made and entered into as of the \_\_\_\_ day of December, 1996 by and between

**FLORIDA EXPRESS LUBES, INC.**, a corporation organized under the laws of the State of Florida; and

**SOUTHERN EXPRESS LUBES, INC.**, a corporation organized under the laws of the State of Florida.

### WITNESSETH:

WHEREAS, Florida Express Lubes, Inc. ("FEL") and Southern Express Lubes, Inc. ("SEL") plan to merge and the name of the surviving corporation is Southern Express Lubes, Inc.

WHEREAS, the respective Boards of Directors and shareholders of FEL and SEL have approved and adopted this Plan;

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements herein contained, the manner and basis of converting the shares of common stock of FEL and SEL as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

1. **Merger.** FEL shall be merged with and into SEL. SEL shall be the survivor of the merger (the "Surviving Company") with the name SOUTHERN EXPRESS LUBES, INC. Except as herein specifically set forth, the Articles of Incorporation, Bylaws, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of SEL shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of FEL shall be merged into SEL and SEL as the Surviving Company shall be fully vested therewith. The separate and individual existence of FEL shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

2. **Effective Time of Merger.** The merger of FEL with and into SEL shall be effective as of the close of business on December 31, 1996 (the "Effective Time of Merger").

3. **Directors, Officers, Articles, and Bylaws of the Surviving Company.** As of the Effective Time of the Merger:

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EXHIBIT A

FAX AUDIT #H96000018108

- a. The directors and officers of the Surviving Company shall be as follows:

Directors

David B. Morgan  
Edward S. O'Neill

Officers

David B. Morgan	President and Treasurer
Edward S. O'Neill	Vice President and Secretary

All such directors and officers of the Surviving Company shall serve until their respective successors are elected or appointed pursuant to the Bylaws of the Surviving Company.

- b. The Articles and Bylaws of SEL as in effect prior to the Effective Time of the Merger shall be the Articles and Bylaws of the Surviving Company.

4. Rights, Privileges, Immunities, Powers, Franchises, Duties, Assets and Liabilities of the Surviving Company.

a. As of the Effective Time of the Merger, each and all of the rights, privileges, immunities, powers, franchises and interests of SEL and FEL, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be deemed to be transferred to and vested in the Surviving Company, without any further action, deed, transfer or assignment; and title to any real estate or any interest therein, vested in either SEL or FEL shall not revert or be in any way impaired by reason of the merger.

b. The rights of creditors of SEL and FEL shall not be impaired in any manner by the merger; nor shall any liability or obligation for the payment of any money due or to become due, or any claim or demand or any cause existing against SEL and FEL be in any manner released or impaired; and all of the rights, obligations and relations of all parties, creditors, depositors and others shall remain unimpaired by the merger. The Surviving Company shall succeed to the obligations, liabilities and trusts of SEL and FEL, and shall be held liable to pay and discharge all such obligations and liabilities and shall perform all such trusts in the same manner as though the Surviving Company had itself incurred the obligation, liability or trust. No suit, action or other proceeding pending at the Effective Time of the Merger before any court or tribunal in which either SEL or FEL is a party shall be deemed to have abated or to have been discontinued by reason of the merger, and the same may be prosecuted to final judgment in the same manner as if they had not entered into this Plan of Merger, or the Surviving Company may be substituted in the place of either SEL or FEL by order of the court or tribunal in which such suit, action or proceeding may be pending.

c. The Surviving Company, as the surviving entity of the merger, shall have all of the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

FAX AUDIT #H96000018108

5. Manner of Converting Shares of Common Stock. Upon the Effective Time of Merger, by virtue of the merger and without any action on the part of any record holder thereof:

a. The outstanding common stock of FEL, consisting of 1,000 shares of FEL's common stock (the "FEL Common Stock") shall be converted into an aggregate of 1,000 shares of the Class A Voting common stock of the Surviving Company;

b. The common stock of SEL held by David B. Morgan and Edward S. O'Neill, consisting of 400 shares of Class A Voting common stock, shall continue to be outstanding as Class A Voting common stock of the Surviving Company.

c. Any registered holder of the certificates for the FEL Common Stock may at any time after the Effective Time of the Merger submit such certificates to the Surviving Company and shall be entitled to the reissuance of certificates, in the name of the registered holder of the FEL Common Stock, representing an equal number of shares of the Class A Voting common stock of the Surviving Company. The failure to turn in such certificates for FEL Common Stock shall in no way impair the rights of any holder thereof as a stockholder of the Surviving Company.

6. Further Actions. From time to time, as and when requested by the Surviving Company or by its successors and assigns, FEL shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions as the Surviving Company or its successors or assigns may deem necessary or desirable in order to carry out the intents and purposes of this Plan of Merger.

7. Governing Law. This Plan shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

FLORIDA EXPRESS LUBES, INC.

By: \_\_\_\_\_  
David B. Morgan, President

SOUTHERN EXPRESS LUBES, INC.

By: \_\_\_\_\_  
David B. Morgan, President

FAX AUDIT #H96000018108