

P96000017449

Raceway Lube Inc.

February 17, 1997

Florida Department of State  
Division of Corporations  
Attn. Sandra Mortham  
Secretary of State  
PO box 6327  
Tallahassee, Florida 32314

5000020350 75--9  
-02/24/97--01023--001  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

Re: Raceway Lube, Inc. - Document# P96000017449  
Prospect Connection, Inc. - Document# P94000013516

Dear Ms. Mortham,

Enclosed please find the Restated Articles of Incorporation for Raceway Lube, Inc. along with a copy of the Plan of Merger for Raceway Lube, Inc. and Prospect Connection, Inc.. Also enclosed is a check for filing fees, (Restated Articles - \$35.00, Merger - \$35.00, and Certificate of Status - \$8.75).

All articles have been prepared in compliance with Florida Statutes. Should there be any questions on your part please contact me at (954) 755-0570 or fax # (954) 755-9495. Our mailing address is 6040 NW 67th Court, Parkland, FL 33067. We hope that the information furnished will expedite the recording of our new restated articles as well as the acceptance of our company merger.

Thank You,

*D. Lombardi*

D. Lombardi  
Secretary

SECRET-FILED  
DIVISION OF CORPORATIONS  
97 APR 11 PM 4:00  
MERGER  
APR 11 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 28, 1997

D. LOMBARDI  
RACEWAY LUBE, INC.  
6040 N.W. 67TH COURT  
PARKLAND, FL 33067

SUBJECT: RACEWAY LUBE, INC.  
Ref. Number: P96000017449

We have received your document for RACEWAY LUBE, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Original Articles of Merger must accompany the Plan of Merger. Please provide a list of the corporate officers and/or directors for the surviving corporation. There is a balance due of \$35 for the articles of merger filing fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 797A00010506

*4/7/97 See attached  
Any questions please call  
(954) 755-0570 Duane  
Thank you*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PROSPECT CONNECTION, INC., a Florida corporation, P94000013516

INTO

RACEWAY LUBE, INC., a Florida corporation, P96000017449.

File date: April 11, 1997

Corporate Specialist: Thelma Lewis

FILED  
SECRETARY OF STATE  
DIVISION  
97 APR 11 PM 4:00

**PROSPECT CONNECTION, INC.  
RACEWAY LUBE, INC.**

Minutes from special meeting held on Tuesday December 31, 1996, at 11:00am, to approve and submit a plan of merger for Prospect Connection, Inc. into Raceway Lube, Inc., the surviving corporation, herein after also referred to as the Agreement of Plan for Merger or;

**ARTICLES OF MERGER**

**Present:**

Prospect Connection, Inc.  
Robert Lombardi - 50 shares  
Diane Lombardi - 50 shares

Raceway Lube, Inc.  
Robert Lombardi - 50 shares  
Diane Lombardi - 50 shares

1- Plan of merger between Prospect Connection, Inc. and Raceway Lube, Inc. It is decided that Prospect Connection, Inc. and Raceway Lube, Inc. will be merged whereby Raceway Lube, Inc. will be the surviving corporation and hereinafter designated as such. This shall be effective immediately as agreed to unanimously by all shareholders. A plan of merger will be drafted and submitted to Tallahassee. However, for purposes of conducting business and other endeavors Raceway Lube, Inc. will be recognized as the surviving corporation from this point forward as agreed and Prospect Connection, Inc. as the defunct corporation.

2- Terms and conditions of merger - Raceway Lube, Inc. is to be the surviving corporation from the merger of Prospect Connection, Inc. and Raceway Lube, Inc.

All stock, (100 shares), outstanding in Prospect Connection, Inc. will be retired and issued as additional shares in the surviving corporation, Raceway Lube, Inc., to the extent of the amount previously owned in the now defunct corporation, Prospect Connection, Inc. . The stock will represent the same interest in the new (surviving) corporation as it did

in the old (defunct) corporation, being that all shareholders have the same ownership in exactly the same manner in both companies.

This is agreed to unanimously and viewed as the simplest way to handle the merger. The merger will help to consolidated all affairs of the two corporations, which now will be viewed as one, will simplify accounting and project a more accurate profile of a growing company.

**3- Amendments to Articles of Incorporation:**

Article V - New mailing address to be 1855 North State Rd 7, Margate, FL 33063, attention R. Lombardi, c/o d/b/a The Oil Connection.

The principal place of business shall remain the same at 501 W. ccProspect Rd., Oakland Park, FL 33309.

Corporate Officers will remain the same as well as the shareholders.

Amendment to Article III - The maximum number of share that this corporation is authorized to have outstanding at any one time shall be changed, from One Hundred Shares (100) of common stock with no par value per share, to Two Hundred Shares (200) of common stock no par value per share.


Agreed to by all shareholders unanimously.

**4- Expansion & Additional Leasehold Improvements** - It was decided that at this time it is imperative to promote this business and work on a steady attack to make it financially sound prior to further expansion. The building sign issue would addressed in early 1997 as well as entertaining other expansion ideas.

Other general financial matters of the business as a whole were discussed.

This constitutes the minutes for the meeting held December 31, 1996 as well as the implementation of Articles of Merger.

  
Robert Lombardi  
President

  
Diane Lombardi  
Secretary/Treasurer

**RACEWAY LUBE, INC.  
PROSPECT CONNNECTION. INC.**

**PLAN OF MERGER**

**Per shareholder meeting conducted on December 31, 1996, it was agreed that a merger between Prospect Connection, Inc. and Raceway Lube, Inc. should take place. Following is a plan of the proposed merger.**

**Prospect Connection, Inc. - a Florida corporation, filed on February 15, 1994, under document number P94000013516, federal ID# 65-0480737 and Raceway Lube, Inc. - a Florida corporation, filed on February 23, 1996, under document number P96000017449, federal ID# 650657667 shall be merged as agreed to by shareholders in meeting dated December 31, 1996.**

**It is resolved that Prospect Connection, Inc. will be merged into Raceway Lube, Inc. which hereinafter will be recognized as the surviving corporation with Prospect Connection, Inc. being the defunct corporation.**

**The terms and conditions of the proposed merger state that all stock outstanding in Prospect Connection, Inc., currently One Hundred Shares (100) owned by the same shareholders of Raceway Lube, Inc. and in the same distribution, shall be retired by Prospect Connection, Inc.. The stock will than be issued as additional shares in the surviving corporation, Raceway Lube, Inc., to the extent of the amount previously owned in the now defunct corporation, Prospect Connection, Inc..**

The stock will represent the same interest in the new (surviving) corporation as it did in the old (defunct) corporation. This is agreed to unanimously by all shareholders and viewed as the simplest way to handle the merger.

#### **Amendments to Articles of Incorporation**

##### **Articles of Amendment:**

**Article III - The maximum number of shares that the (surviving) corporation is authorized to have outstanding at any one time shall be changed, from One Hundred Shares (100) of common stock with no par value per share, to Two Hundred Shares (200) of common stock no par value per share, agreed to by all shareholders unanimously.**

**Article V - New mailing address to be 1855 North State Rd 7, Margate, Florida 33063, attention R. Lombardi, c/o d/b/a The Oil Connection.**

**The principal place of business shall remain the same at 501 W. Prospect Rd., Oakland Park, Florida 33309.**

**Corporate Officers and shareholders shall remain the same as currently exist in the surviving corporation.**

**This all agreed to unanimously by all shareholders of both corporations.**

**Executed this 29 day of January, 1997.**

**by: Robert Lombardi**

**Robert Lombardi**

**President - Raceway Lube, Inc.**

**President - Prospect Connection, Inc.**

**RACEWAY LUBE, INC.**  
**(Surviving Corporation)**

**CORPORATE OFFICERS:**

**ROBERT LOMBARDI    -        PRESIDENT**

**DIANE LOMBARDI    -    SECRETARY & TREASURER**



P9600017449



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 28, 1997

D. LOMBARDI  
RACEWAY LUBE, INC.  
6040 N.W. 67TH COURT  
PARKLAND, FL 33067

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-04/14/97--01178--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: RACEWAY LUBE, INC.  
Ref. Number: P9600017449

We have received your document for RACEWAY LUBE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 897A00010509

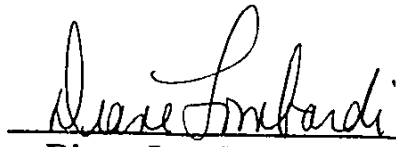
97 APR 11 PM 4:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
221 APR 11 1997

**RACEWAY LUBE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 11 PM 4:01

**Statement for the Adoption of The Restated Articles of  
Incorporation**

**The Restated Articles of Incorporation have been adopted, as  
of December 31, 1996, by the shareholders of Raceway Lube,  
Inc. . The number of votes cast was sufficient for approval.**

  
**Diane Lombardi**  
**Secretary/Treasurer**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 11 PM 4:01

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**RACEWAY LUBE, INC.**

**The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:**

**ARTICLE I**

**The name of this Corporation shall be:**

**RACEWAY LUBE, INC.**

**ARTICLE II**

**The general nature of the business to be transacted by this Corporation shall be:**

**To engage in the business of providing automobile maintenance;**

**To engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act;**

**To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, mortgages and licenses in the State of Florida and in all other states and counties.**

### **ARTICLE III**

**The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred Shares (200) of common stock with no par value per share. The actual consideration to be paid for each share shall be fixed by the Stockholders.**

### **ARTICLE IV**

**This corporation is to exist perpetually.**

### **ARTICLE V**

**The principal office of this corporation in the State of Florida shall be 501 W. Prospect Road, Oakland Park, Fl 33309. This corporation's mailing address shall be 1855 North State Rd 7, Margate, Florida 33063, attention R. Lombardi. The Stockholders may, from time to time, move the principal office to any other business in the State of Florida. The Registered Agent shall be: Charles S. Dale, 414 NE Fourth Street, Fort Lauderdale, Florida 33301.**

### **ARTICLE VI**

**The corporation shall not have a Board of Directors, rather it shall be governed by its Stockholders.**

### **ARTICLE VII**

**The name and post office address of the incorporator of these Articles of Incorporation is:**

**Charles S. Dale**

**414 N. E. Fourth Street  
Fort Lauderdale, Fl 33301**

### **ARTICLE VIII**

**These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stock entitled to vote therein.**

### **ARTICLE IX**

**No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the shareholders of the corporation are pecuniarily or otherwise interested in, or are shareholders, directors or officers of, such other corporation. Any shareholder individually, or any firm of which any shareholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction, of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and any shareholder of the corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any shareholder's meeting of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a shareholder, director or officer of such other corporation, or not so interested.**

## ARTICLE X

The corporation shall indemnify its officers to the fullest extent permitted by law either now or hereafter.

I, the undersigned, being the original incorporator of the foregoing corporation, do hereby certify that the foregoing constituted the proposed Articles of Incorporation of said corporation.

Witness my hand and seal on this 29 day of January, 1997.



Charles S. Dale  
414 N.E. Fourth Street  
Fort Lauderdale, Florida 33301

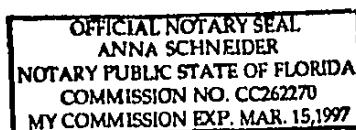
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this 29th day of January, 1997, by Charles S. Dale, the person described in the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to theses Articles of Incorporation. He is personally known to me.

Notary Public



My Commission Expires:



P96000017639



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 18, 1997

Aurora Zapata  
14570 Quail Trail Circle  
Orlando, FL 32837

SUBJECT: S & A INVESTMENTS INC.  
REFERENCE NUMBER: P96000017639

Dear Sir/Madam:

This is to advise you that through error your corporation under the name of S & A INVESTMENTS INC. was filed on February 27, 1996. We already have a corporation that was filed on November 5, 1992 under the name of S & A INVESTMENT CORP.

Therefore, because of the similarity of names, it is requested that you amend the name of your corporation to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for the filing of this amendment.

I apologize for this inconvenience and trust that you will get the amendment properly filled out and returned to my attention as quickly as possible so that we can get our records corrected.

Please return your document, along with a copy of this letter.

Sincerely,

Dana Calloway, Document Specialist  
Department of State - New Filing Section  
(904)487-6933