

P96000017449

CHARLES S. DALE, P.A.
ATTORNEY AT LAW
414 N.E. 4TH STREET
FT. LAUDERDALE, FL 33301

(954) 462-7472
Fax: (954) 462-5472

February 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001722733
-02/23/96--01065--001
****122.50 ****122.50

Re: RACEWAY LUBE, INC.,
PLEASE REFERENCE OUR FILE 94-010 ON ALL COMMUNICATIONS

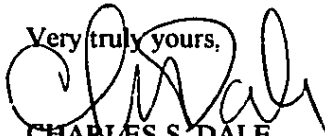
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above named corporation. After this has been filed of record, please return a certified copy to this office.

Enclosed is our check of \$122.50 for the following processing fees:

Filing Articles of Incorporation	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy of Articles	<u>\$ 52.50</u>
Total:	\$122.50

Very truly yours,


CHARLES S. DALE
CSD:as

Enclosures: Articles of Incorporation + 1 copy
Check: \$122.50

FILED
96 FEB 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

33 2/26/96

**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 One Hundred Shares (100) 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 initial post office address of the principal office of this corporation in the State of Florida shall be 501 W. Prospect Road, Oakland Park, FL 33309, and this corporation's mailing address shall be the same. The Stockholders

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95 FEB 23 PM 2:27
CLERK OF DISTRICT COURT
FLORIDA 13th DISTRICT

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 constitutes the proposed Articles of Incorporation of said corporation.

Witness my hand and seal on this 21st day of February, 1996.

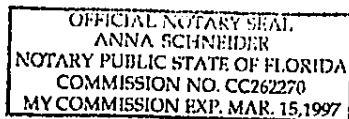


CHARLES S. DALE,
414 N.E. Fourth Street
Fort Lauderdale, Florida 33301
(305) 462-7472

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 21st day of February, 1996, by **CHARLES S. DALE**, the person described in the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to these Articles of Incorporation. He is personally known to me.

Notary Public


My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

FILED

96 FEB 23 PM 2:27

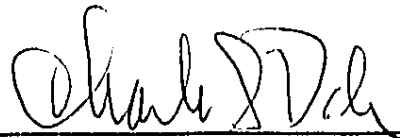
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 607.0501 of the Florida Business Corporation Act, the following is submitted:

RACEWAY LUBE, INC., with its place of business at 501 W. Prospect Road, Oakland Park, Florida 33309 has named **CHARLES S. DALE** located at 414 NE Fourth Street, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

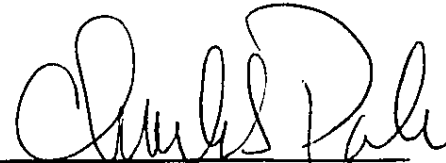
Dated: February 21, 1996.



CHARLES S. DALE
Incorporator

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, and I accept the duties and obligations of Section 607.0501 of the Florida Business Corporation Act.

Dated February 21, 1996



CHARLES S. DALE
Registered Agent

P960000/7449

**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 15--9
-02/24/97--01023--001
*****18.15 *****18.15

**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**

merger
97 APR 11 PM 4:00
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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 Diane
Thank you*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PROSPECT CONNECTION, INC., a Florida corporation, P94000013576

INTO

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

File date: April 11, 1997

Corporate Specialist: Thelma Lewis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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.

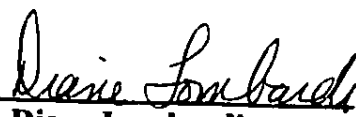
Agreed to by all shareholders unanimously.

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

President - Raceway Lube, Inc.

President - Prospect Connection, Inc.

RACEWAY LUBE, INC.
(Surviving Corporation)

CORPORATE OFFICERS:

ROBERT LOMBARDI - PRESIDENT

DIANE LOMBARDI - SECRETARY & TREASURER

P96000017449



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1997

D. LOMBARDI
RACEWAY LUBE, INC.
8040 N.W. 67TH COURT
PARKLAND, FL 33067

300002142893---0
-04/14/97--01178--010
*****35.00 *****35.00

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

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

Restat

APR 11 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

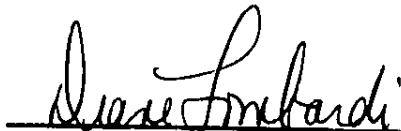
97 APR 11 PM 4:01

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

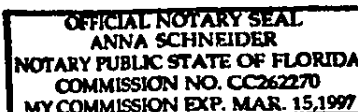
STATE OF FLORIDA COUNTY OF BROWARD

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:



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 15--3
-02/24/97--01023--001
*****18. 15 *****18. 15

**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**

merger
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4:00
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 Diane
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 OF CORPORATIONS
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.

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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

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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--010
*****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

Restat

APR 11 1997

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

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 these Articles of Incorporation. He is personally known to me.

Notary Public



My Commission Expires:

