



THE COMPANY CORPORATION

1311 N Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

September 16, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001956563
-09/25/96--01062--019
*****70.00 *****70.00

RE: USA Mobilube, Inc.
P3332289EMBAR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for USA Mobilube, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

Kimberly Andras
Non-Delaware Filings

enc.

SEP 24 1996

B5B

96 SEP 23 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
USA MOBILUBE, INC

FILED

The undersigned natural person(s), of the age of 21 or more, do hereby certify the following:

SEP 22 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation shall be USA Mobilube, Inc.
- SECOND: The address of the initial registered office of the corporation is 200-A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 8941 NW 21st Manor, Sunrise, FL 33322.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 10000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Craig Barrett - 8941 NW Manor, Sunrise, FL 33322
Christopher Balaban - 3450 Palencia Dr., Tampa, FL 33618

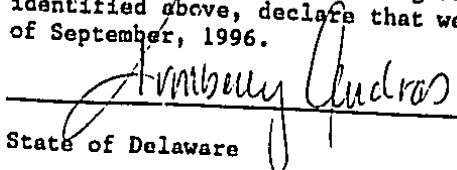
SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras

1313 N. Market St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of September, 1996.


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of September, 1996 by Kimberly Andras.

Notary Public


This document was prepared by Kimberly Andras, 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this USA MORILUBE, INC desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Sunrise State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

September 16th, 1996
Date

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96 SEP 23 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA