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October 25, 1996

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
RE: OIL CHANGE USA, INC.

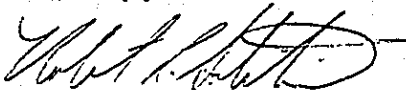
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Oil Change USA, Inc., as well as a photocopy of the same.

Additionally, enclosed is a check in the amount of \$78.75 for the cost of incorporation and certificate of status.

Thank you for your cooperation with respect to this matter. If you have any questions please do not hesitate to contact me at the above address.

Very truly yours,



Robert L. Solitario
RLS/cl
enclosure

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RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
OIL CHANGE USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is OIL CHANGE USA, INC.

ARTICLE II
PURPOSE

The purpose for which corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporations Act of the State of Florida. These shall include but not be limited to the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings and to have a Corporate Seal. The corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any and all its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida. It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the state for the administration and regulations of the affairs of the corporation. The corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of

government Policy. The corporation shall further have the power to pay pensions and establish pension plans and other incentive plans for any and all of its directors, officers and employees of its subsidiaries. It may be a promoter, incorporator, general partner, member, associate or manger of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any other government body. The corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE III **CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 1000 shares, all of which shall be common shares with par value of \$1.00. Upon receipt of the Certificate of Incorporation from the Department of State, 500 shares of stock shall be issued to Rochelle Simson, and 500 shares of this stock shall be issued to Mohamed Kassem.

ARTICLE IV **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND CORPORATION'S PRINCIPAL OFFICE ADDRESS

The street address of the initial registered office and principal place of business of this corporation is:

6880 Consolata St.
Boca Raton, Florida 33433

The name of the initial registered agent of this corporation is:

Mohamed Kassem

ARTICLE VI
DIRECTORS

The Corporation shall have two directors. The number of directors may be either increased or decreased from time to time, as provided in the Bylaws of the Corporation.

The name and address of the initial directors of the Corporation is:

President: Mohamed Kassem

Secretary/Treasurer: Rochelle Simon

ARTICLE VII
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State of these Articles of Incorporation.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in
The Board of Directors.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

ARTICLE X
INCORPORATORS

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

Mohamed Kassem
6880 Consolata St.
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 29 day of October,
1996.

M. Tony Kassem
Mohamed Kassem
President and Incorporator.

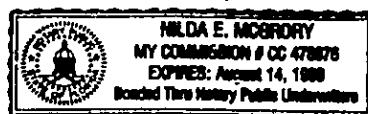
STATE OF FLORIDA)
 :S.S.
COUNTY OF PALM BEACH)

On this 29th day of October, A.D., 1996, before me, a Notary Public for the State of Florida, the undersigned officer personally appeared Mohamed Kassem who has produced a State of Florida Drivers license # K250-557-57-426-D or is known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same of the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Nilda E. McGarry
Notary Public

My Commission Expires: August 14, 1999



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE FOR REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in ARTICLE V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 29 day of October, 1996.

M. Tony Kassem

Mohamed Kassem
Registered Agent