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November 16, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

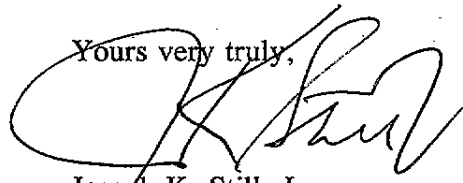
RE: Lube Connection, Inc. and Lube Connection 2, Inc.

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Merger regarding the above referenced corporations along with a check in the amount of \$70.00 for the filing of same.

Thank you for your assistance and cooperation in this matter.

Yours very truly,



Joseph K. Still, Jr.

JKS/jld
Enclosure

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TALLAHASSEE, FLORIDA

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Merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LUBE CONNECTION #2, INC., document #P95000027311

INTO

LUBE CONNECTION, INC., a Florida corporation, P97000001817.

File date: November 18, 1998

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

OF

LUBE CONNECTION, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties of the within merger are Lube Connection, Inc. and Lube Connection #2, Inc. Lube Connection, Inc. is the surviving corporation.
2. On 11-10-98 the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: See Attached Plan
3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class
Lube Connection, Inc.	100	Common
Lube Connection #2, Inc.	100	Common

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 TALLAHASSEE, FLORIDA

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4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for an against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Lube Connection, Inc.	<u>100</u>	<u>0</u>	<u>Common</u>	<u>100</u>	<u>0</u>
Lube Connection #2, Inc.	<u>100</u>	<u>0</u>	<u>Common</u>	<u>100</u>	<u>0</u>

Dated 11/10/98

LUBE CONNECTION #2, INC.

By: Robert A. Goldberg Pres
Robert A. Goldberg, President

Acknowledgment:

Robert A. Goldberg Sec
Robert A. Goldberg, Secretary

LUBE CONNECTION, INC.

By: Marshall E. Fleury
Marshall Fleury, President

Acknowledgment:

Karen E. Stedman-Goldberg
Karen E. Stedman-Goldberg, Secretary

PLAN OF MERGER

Plan of Merger dated 11-11-98 between LUBE CONNECTION, INC., referred to as the surviving corporation, and LUBE CONNECTION #2, INC., referred to as the absorbed corporation.

STIPULATIONS

A. LUBE CONNECTION, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3931 RCA Blvd., Suite 3101, Palm Beach Gardens, Florida 33410.

B. LUBE CONNECTION, INC. has a capitalization of 1,000 shares of common stock of which 100 shares are issued and outstanding.

C. LUBE CONNECTION #2, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 3931 RCA Blvd., Suite # 3101, Palm Beach Gardens, FL 33410

D. LUBE CONNECTION #2, INC. has a capitalization of 10,000 authorized shares of common stock of which 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that LUBE CONNECTION #2, INC. be merged into LUBE CONNECTION, INC. pursuant to the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions

set forth below, the constituent corporations agree as follows:

SECTION ONE. LUBE CONNECTION #2, INC. shall merge with and into LUBE CONNECTION, INC. which shall be the surviving corporation.

SECTION TWO. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE. Conversion of Shares. The shares of the surviving corporation are as follows:

(a) Each share of the \$1.00 common stock of LUBE CONNECTION #2, INC. issued and outstanding on the effective date of the merger shall be converted into 100 shares of \$1.00 par value common stock of LUBE CONNECTION, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as

provided above.

SECTION FOUR. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation, LUBE CONNECTION, INC., shall continue to be its article of incorporation following the effective date of the merger.

SECTION FIVE. Changes in Bylaws. The bylaws of the surviving corporation, LUBE CONNECTION, INC., shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the surviving corporation, LUBE CONNECTION, INC., shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except pay regular dividends and take all action necessary and appropriate under the laws of the State of Florida to consummate this merger.

SECTION EIGHT. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 10, 1998 or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

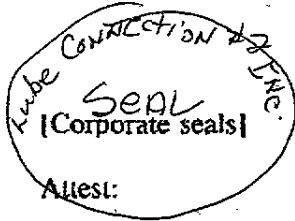
SECTION TEN. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before November 30, 1998.

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

SECTION ELEVEN. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

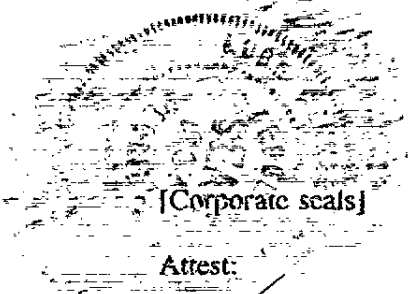
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.



Robert A. Goldberg
Robert A. Goldberg, Secretary

LUBE CONNECTION #2, INC.

By: Robert A. Goldberg
Robert A. Goldberg, President



Karen E. Stedman-Goldberg
Karen E. Stedman-Goldberg, Secretary

LUBE CONNECTION, INC.

By: Marshall E. Fleury
Marshall Fleury, President