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ACCOUNT NO. : 072100000032

REFERENCE : 338424 4310537

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : April 21, 1997

ORDER TIME : 5:52 PM

50000215.1085--9

ORDER NO. : 338424-005

CUSTOMER NO: 4310537

CUSTOMER: Ms. Pat Oles  
O'NEILL CHAPIN MARKS LIEBMAN  
COOPER & CARR  
Suite 865  
200 East Robinson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: ORLANDO XPRESS LUBE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 APR 22 PM 2:47  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 22 PM 1:58  
TALLAHASSEE, FLORIDA

SN APR 22 1997

ARTICLES OF INCORPORATION  
OF  
ORLANDO XPRESS LUBE, INC.

FILED  
97 APR 22 PM 2:47  
TALLAHASSEE  
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ORLANDO XPRESS LUBE, INC.

The address of the principal office of this corporation shall be 162 Promenade Circle, Heathrow, Florida 32746 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 200 East Robinson Street, Suite 865, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Robert O. Marks, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on April 21, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

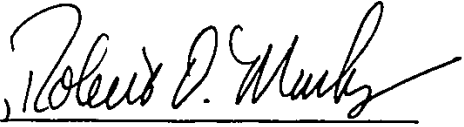
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FLORIDA

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

ROBERT O. MARKS, ESQUIRE, having a business office address of 200 East Robinson Street, Suite 865, Orlando, Florida 32801, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

(sign)

  
ROBERT O. MARKS, ESQ.  
O'Neill, Chapin, Marks,  
Liebman, Cooper & Carr  
200 East Robinson Street  
Suite 865  
Orlando, Florida 32801  
telephone (407) 425-2751

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TALLAHASSEE, FLORIDA