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January 16, 1998

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

300002405043--4
-01/20/98--01092--020
*****35.00 *****35.00

RE: Swifty Carwash & Quik-Lube, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$35.00 for the filing fee. Please date-stamp the copy as to when the Amendment was filed with your office and return same in the self-addressed, stamped envelope provided.

Thank you for your assistance.

Sincerely,

Judith P. McDonald

Judith P. McDonald,
Legal Assistant to
David M. Jeffries

/jpm
Enclosures
142929.01

Amend
pg 97000083463
4/98
1-20-97

APPROVED
AND
FILED
98 JAN 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SWIFTY CARWASH & QUIK-LUBE, INC.

SWIFTY CARWASH & QUIK-LUBE, INC., a Florida corporation (the "Corporation"),
hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the current Article IV in its entirety and substituting in its place an Article IV, which states the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$.0001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the state of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§ 607.1005 and .1006, Florida Statutes, a shareholder vote not having been required, because the Corporation has not yet issued shares of its capital stock; the Corporation's sole incorporator not yet having appointed the Corporation's initial Board of Directors; and the Corporation's incorporator having executed a written statement, dated January 16, 1998, setting forth such amendment and manifesting her intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its sole incorporator this 16th day of January, 1998.

SWIFTY CARWASH & QUIK-LUBE, INC.

By: Stephanie R. Conn
Stephanie R. Conn
Incorporator

98 JAN 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

• STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 16th day of January, 1998, by Stephanie R. Conn, an individual who is personally known to me, ~~or has~~ produced as identification, in her capacity as incorporator of a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

sign Judith P. McDonald
print Judith P. McDonald

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

142925.01



JUDITH P. McDONALD
MY COMMISSION # GC462800 EXPIRES
May 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

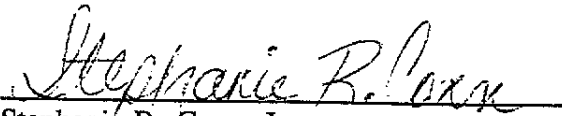
APPROVED
AND
FILED
98 JAN 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN ACTION OF INCORPORATOR
OF
SWIFTY CARWASH & QUIK-LUBE, INC.**

The undersigned, being the incorporator of SWIFTY CARWASH & QUIK-LUBE, INC., a Florida corporation (the "Corporation"), the Corporation not yet having issued shares of the Corporation's common capital stock, and the incorporator not yet having elected the Corporation's first Board of Directors, hereby takes the following written action in lieu of holding a meeting to consider and act upon the same, as authorized by § 607.1005, Florida Statutes, and not otherwise proscribed by the Corporation's Articles of Incorporation:

1. Increase of Authorized Shares. The Company hereby increases the authorized shares of the Company's common stock from 5,000,000 shares to 50,000,000 shares of Common Stock, each with a par value of \$.0001. The Company's incorporator has filed an appropriate amendment to the Company's articles of incorporation to reflect such change.

Dated: January 16, 1998


Stephanie R. Conn, Incorporator