

P980000 51823

LEW MERRYDAY, JR., P. A.
425 North Palm Ave.
Palatka, Florida 32177-2500
(904) 328-8306 or 328-8307
June 4, 1998

FAX: (904) 325-8086

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

RE: Filing of incorporation papers

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-05/08/98--01092--020
***122.50 ***122.50

Dear Sir:

Find enclosed a check in the amount of \$122.50 for which please file the Articles of Incorporation for SUPERIOR EXPRESS LUBE, INC. and notify me when this has been done.

Sincerely,


Lew Merryday

98 JUN -8 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK JUN 10 1998

ARTICLES OF INCORPORATION
OF
SUPERIOR EXPRESS LUBE, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is *Superior Express Lube, Inc.*

ARTICLE II

The corporation may engage in any and all activity or business for which corporations may be incorporated under the present laws of the State of Florida and such other activity or business for which corporations may be incorporated under the future laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$300.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The names and mailing address of the Incorporators are:

John M. Copeland
180 Central Ave.
P. O. Box 494
San Mateo, Florida 32187

Walter E. McClellan
3901 Darien Highway
Brunswick, Georgia 31525

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AND
FILED
98 JUN - 8 AM 10: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The powers of the Incorporators shall terminate upon the filing of this certificate. The names and addresses for the first Stockholders, who will act as the Board of Directors, shall be two in number and shall be as follows:

John M. Copeland
180 Central Ave.
P. O. Box 494
San Mateo, Florida 32187

Walter E. McClellan
3901 Darien Highway
Brunswick, Georgia 31525

ARTICLE VIII

The business of the Corporation shall be managed by the Stockholders of the Corporation, who shall act as the Board of Directors. New Stockholders shall automatically become entitled to act as members of the board of directors, upon their names, as stockholders, being duly entered upon the Corporate books.

ARTICLE IX

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Florida, and all rights and powers conferred on Directors and Stockholders herein granted are subject to this reservation. A majority vote of all stockholders present and entitled to vote at a duly constituted meeting called for that purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE X

All shareholders shall have preemptive rights to subscribe to any shares of stock of any kind to be issued in the future.

ARTICLE XI

The private property of the Stockholders of the corporation shall not be subject to the payment of corporate debts.

ARTICLE XII

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or (ii) took, or omitted to take, such action in reliance upon advise of counsel for the corporation, or upon statements

made or which he had reasonable grounds to believe to be true because they were made by officers or employees of the corporation, or were based upon a financial statement of the corporation prepared by an officer or employee of the corporation in charge of its accounts, a certified public accountant or a firm of certified public accountants.

ARTICLE XIII

The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgments, fines, amounts in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, (civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation or at its request, or any other corporation owned or controlled by this corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record this Certificate, and certifies that the facts herein stated are true.

Dated at Palatka, Florida, this 3rd day of June, 1998.

[Signature]
John M. Copeland
180 Central Ave.
P. O. Box 494
San Mateo, Florida 32187

[Signature]
Walter E. McClellan
3901 Darien Highway
Brunswick, Georgia 31525

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me June 3, 1998, by: John M. Copeland and Walter E. McClellan.

Signature of Notary Public: [Signature]
Print, Type or Stamp Commissioned Name: Lew MERRYDAY



LEW MERRYDAY
MY COMMISSION # CU463878 EXPIRES
June 26, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Commission #: _____ Date Commission Expires: _____
(Check one) Personally known _____ or produced identification .

Type of Identification Produced: VIRGINIA DRIVER'S LICENSE # 229-04-5896 and Fla. driver's license # M245-905-60-254-0, respectively

(recommend driver's license, or other picture I.D.)(please include State of issuance, I.D. number or otherwise adequately describe identification produced)

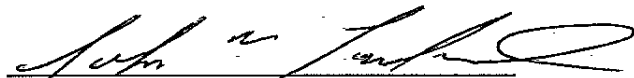
SUPERIOR EXPRESS LUBE, INC.
DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is SUPERIOR EXPRESS LUBE, INC.
2. The name and address of the registered agent to accept service of process within the State of Florida is John M. Copeland, 180 Central Ave., P. O. Box 494, San Mateo, Florida 32187.
3. The address of the registered office is 180 Central Ave., P. O. Box 494, San Mateo, Florida 32187 and the business address of the registered agent is 180 Central Ave., P. O. Box 494, San Mateo, Florida 32187.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John M. Copeland
180 Central Ave.
P. O. Box 494
San Mateo, Florida 32187

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