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7/27/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: EXPRESS LUBE INC.
AUDIT NUMBER.....H98000013842
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Express Lube Inc.

EFFECTIVE DATE
7-24-98

Article II. Address

The mailing address of the Corporation is:
Express Lube Inc.
600 Palm Avenue
Suite A
Hialeah FL 33010

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Felix Lasarte
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Luis Machado

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Felix Lasarte
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 24, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 27, 1998.



FELIX LASARTE
by L.A. Uriarte as attorney-in-fact

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Express Lube Inc.

REGISTERED AGENT/OFFICE:

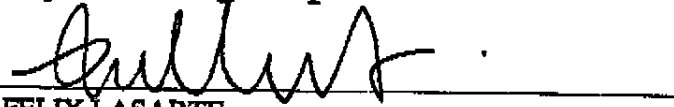
Felix Lasarte

**200 South Biscayne Boulevard, 20th Floor
Miami FL 33131**

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TALLAHASSEE FLORIDA

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FELIX LASARTE
by L.A. Uriarte as attorney-in-fact

Date: July 27, 1998.

Felix Lasarte | FL Bar Member 020567
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605

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