

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

BUBBA LUBE U.S.A., INC.

Inst # 1998-12617

KNOW ALL MEN BY THESE PRESENTS,

That for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Alabama and more particularly of Chapter 2 A of Title 10 of the Code of Alabama 1975, as last amended, the undersigned Randall Channell and Brett G. Winford, desiring to become a body corporate, have associated themselves together, and have agreed upon and adopted this Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of the corporation is Bubba Lube U.S.A., Inc.

SECOND: The period of duration of this corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To construct, maintain, operate quick oil change facility or facilities and other business of any kind and character either personally or through contract or franchise with others at any point within or without the State of Alabama.

(b) To purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transactions, or operation commonly

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undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph Third shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other subparagraphs of Paragraph Third, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing this Paragraph Third are used in their broadest sense and shall be so construed. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100, consisting of one class of common stock with the par value of \$10.00 per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: None.

SIXTH: The address of the initial registered office of the corporation is 5068 Highway 17 Helena, Alabama 35080, and the name of its initial registered agent at such address is Randall Channell.

SEVENTH: The number of its directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Randall Channell, 8181 Highway 13, Helena, Alabama 35080

Brett G. Winford, 6300 Highway 17, Helena, Alabama 35080.

EIGHTH: The name and address of each incorporator is:

Randall Channell, 8181 Highway 13, Helena, Alabama 35080

Brett G. Winford, 6300 Highway 17, Helena, Alabama 35080.

NINTH: The names and addresses of the initial officers of the corporation are as follows:

Randall Channell - President, 8181 Highway 13, Helena, Alabama 35080

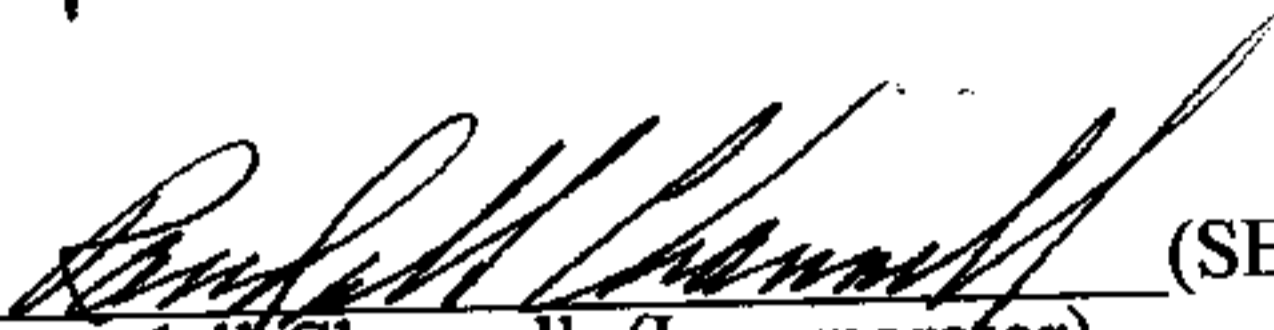
Brett G. Winford - Vice-President, Secretary and Treasurer, 6300 Highway 17, Helena, Alabama 35080.

TENTH: (A) The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meeting, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(B) The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt

new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals on this 8th day of ~~March~~ April, 1998.


Randall Channell (Incorporator) (SEAL)


Brett G. Winford (Incorporator) (SEAL)

STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Randall Channell and Brett G. Winford, whose names are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 8th day of ~~March~~ April, 1998.


Notary Public

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Bubba Lube U.S.A., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Frank Ellis, PO Box 587, Columbiana, AL 35051 for a period of one hundred twenty days beginning March 4, 1998 and expiring July 3, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



March 4, 1998
Date

Jim Bennett

Jim Bennett

Secretary of State

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