

41162

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is LUBE SE OF JOHNSTON, INC.

~~(A corporation may be organized for a limited period of duration, not exceeding 100 years, as provided in the following section.)~~

SECOND. The period of its duration is (if perpetual, so state) perpetual

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

To purchase, develop and operate franchises of entities that lubricate motor vehicles and change oil, oil filters and air filters in motor vehicles.

To transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8,000 shares of common stock, \$.01 par value per share
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

~~(b) If more than one class: Total number of shares~~

~~(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)~~

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of stock of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of stock of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire, shares of any class of stock of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

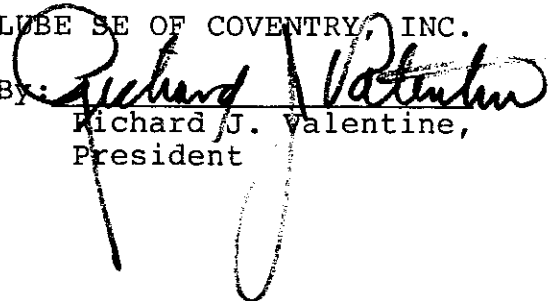
December 9 , 1986

TO: Secretary of State
State of Rhode Island

Lube SE of Coventry, Inc., a Rhode Island corporation, hereby consents to the use of the name Lube SE of Johnston, Inc. by a corporation which proposes to be organized under the laws of the State of Rhode Island.

LUBE SE OF COVENTRY, INC.

By:


Richard J. Valentine,
President

/HC32

ADDITION TO SECTION 6

Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by action of the Board of Directors.

The corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act.

Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEE ADDITION TO SECTION 6

SEVENTH. The address of the initial registered office of the corporation is Suite 3A, 101 Dyer Street, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

~~(U) THIS MESSAGE CONTAINS INFORMATION OF A CONFIDENTIAL NATURE AND IS UNCLASSIFIED SINCE 06-08-2006 BY 60322 JAW/KST~~

<i>Name</i>	<i>Address</i>
Richard J. Valentine	8 Presidents Rd., Hingham, MA
Patrick J. Gallagher	29 University Ave., Burlington, MA
Maurice Rowe	40 So. River Lane W., Duxbury, MA
John Kamb	8 Fox Run, E. Sandwich, MA

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Harry Castleman	1900 Prudential Tower
	800 Boylston Street
	Boston, MA 02199

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

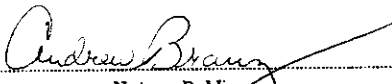
The date upon which the Secretary of State of Rhode Island issues a Certificate of Incorporation for the Corporation.

Dated December 10, 1986


Harry Castleman

Massachusetts
STATE OF ~~Rhode Island~~ } In the City of Boston
COUNTY OF Suffolk } ~~Town~~
in said county this 10th day of December, A.D. 19 86
then personally appeared before me Harry Castleman

~~each and all~~ known to me and known by me to be the ^{party} ~~parties~~ executing the foregoing
instrument, and they ~~severally~~ acknowledged said instrument by ~~them~~ ^{him} subscribed to be
their free act and deed.
his


Notary Public
ANDREW BRANZ
Notary Public
My Commission Expires January 16, 1989

MASSACHUSETTS
NOTARY PUBLIC
RECEIVED
JAN 16 1989

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CHK 110.00
12/18/86 PAID 0342A001

DEC 17 1986