

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

DUPLICATE ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Valvoline Instant Oil Change Franchising, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Valvoline Instant Oil Change Franchising, Inc.

SECOND: The name which it elects to use in Rhode Island is Valvoline Instant Oil Change Franchising, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of State of Delaware

FOURTH: The date of its incorporation is August 1, 1988 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See attached.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached.	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common Stock	None	No Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10	Common Stock	None	No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3.7 million.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 900,000.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,165,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 105,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 25, 1989

Valvoline Instant Oil Change Franchising, Inc.
[Exact Corporate Name of Corporation Making Application]

By Robert M. Harbison

Its Vice President Robert M. Harbison

ccw
and

T. Cody Wales

Its Asst. Secretary T. Cody Wales

STATE OF Kentucky }
COUNTY OF Fayette } Sc.

At Lexington, Kentucky in said County on the 23rd day
of August 1989, before me personally appeared Robert M. Harbison
, who being by me first duly sworn, declared that
he is the Vice President of Valvoline Instant Oil Change
Franchising, Inc. that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Kevin A. Daniels
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of

19 .

Secretary of State

RECEIVED
TARRANT COUNTY
CLERK'S OFFICE

AUG 29 10 22 AM '89

#1 ML 24963

Rec'd & Filed AUG 29 1989

✓ 57240
ML

SEVENTH

The purposes of Valvoline Instant Oil Change Franchising, Inc. are the transaction of any or all lawful businesses for which corporations may be organized under the Delaware General Corporation Law, or any law amendatory thereof, supplemental thereto or substituted therefor and under the applicable laws in the State of Rhode Island and do all things necessary, convenient, proper or desirable in connection with or incident to any of the Corporation's businesses.

The Corporation shall have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations organized under the Law or under any law amendatory thereof, supplemental thereto or substituted therefor.

EIGHTH

<u>Name</u>	<u>Title</u>	<u>Address</u>
John D. Barr	Director	3499 Dabney Drive Lexington, KY 40509
Joseph C. Benton	Director	Commerce National Bank Building 301 East Main Street Lexington, KY 40507
Robert M. Harbison	Director	Commerce National Bank Building 301 East Main Street Lexington, KY 40507
Benjamin F. Lowe	President	Commerce National Bank Building 301 East Main Street Lexington, KY 40507
John D. Barr	Vice President	3499 Dabney Drive Lexington, KY 40509
Robert M. Harbison	Vice President	Commerce National Bank Building 301 East Main Street Lexington, KY 40507
Joseph C. Benton	Secretary	Commerce National Bank Building 301 East Main Street Lexington, KY 40507
J. Marvin Quin	Vice President-Finance	1000 Ashland Drive Russell, KY 41169
Carl A. Pecko	Treasurer	1000 Ashland Drive Russell, KY 41169
Charles D. Ellis	Assistant Treasurer/ Assistant Secretary	3499 Dabney Drive Lexington, KY 40509
John McD. Ross	Assistant Treasurer/ Assistant Secretary	3499 Dabney Drive Lexington, KY 40509
Lillian D. Williams	Assistant Secretary	3499 Dabney Drive Lexington, KY 40509
T. Cody Wales	Assistant Secretary	1000 Ashland Drive Russell, KY 41169
C. M. Hedrick	Assistant Treasurer- Cash Control	1000 Ashland Drive Russell, KY 41169



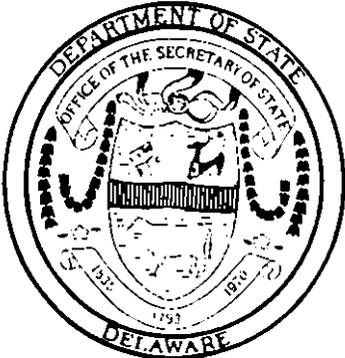
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF VALVOLINE INSTANT OIL CHANGE FRANCHISING, INC. FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1988, AT 10 O'CLOCK A.M.

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899222025

Michael Harkins

Michael Harkins, Secretary of State

: 2298270

AUTHENTICATION:

DATE: 08/10/1989