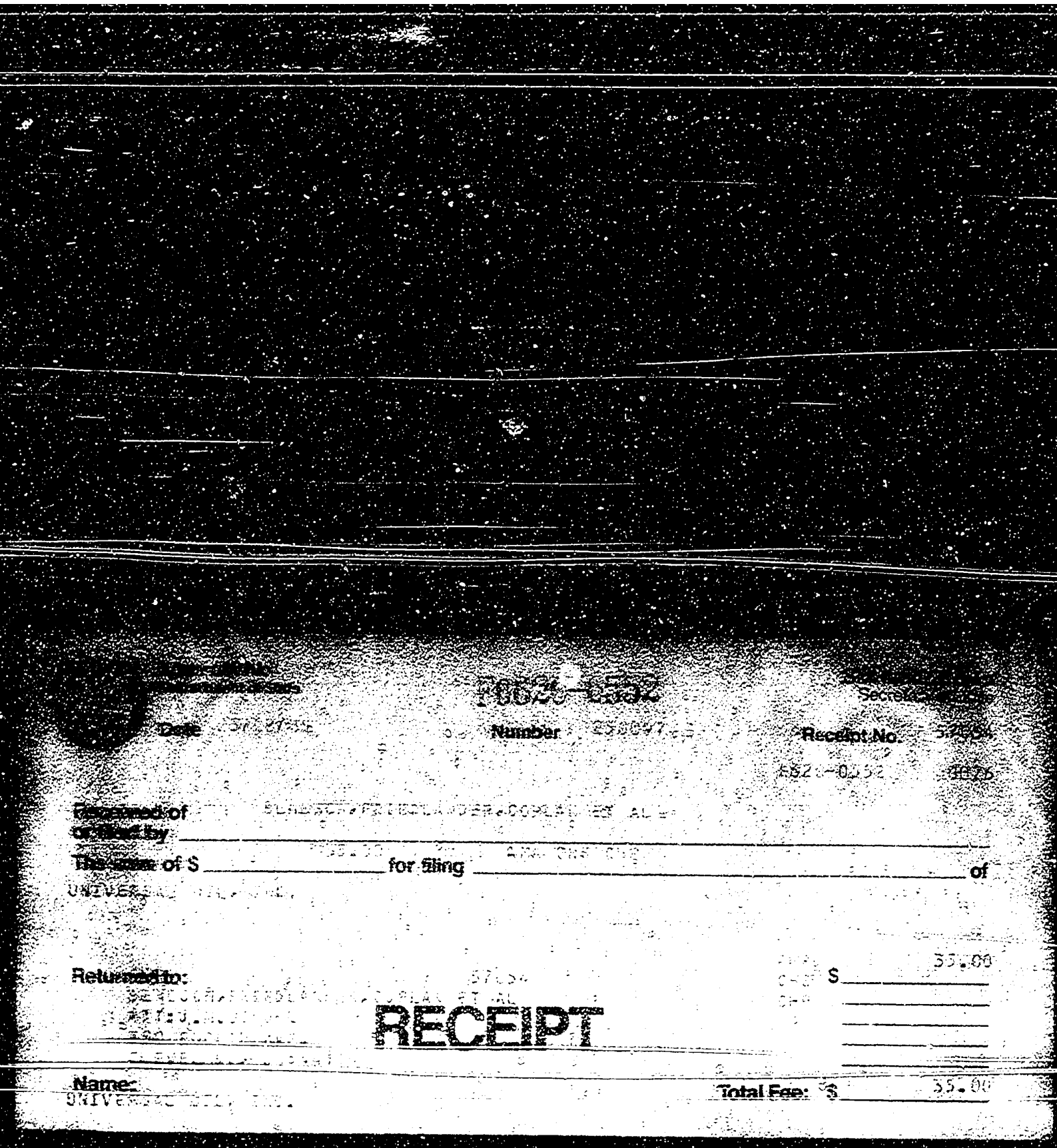
DOC ID ----> F620_0552

F620-0552



Date [illegible] Number [illegible] Receipt No. [illegible]

F620-0552 [illegible]

Received of or filed by [illegible]

The sum of $ [illegible] for filing [illegible] of

UNIVERSAL [illegible]

Returned to: [illegible] $ 35.00

[illegible]

RECEIPT

Name: UNIVERSAL [illegible]

Total Fee: $ 35.00

DOC ID ----> F620_0552

Department of State

The State of Ohio

Sherrod Brown
Secretary of State

254097

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: _____

_____ of:

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll _____ at Frame _____ of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this _____ day of _____, A.D. 19____.

THE SEAL OF THE SECRETARY OF STATE OF OHIO

Sherrod Brown

Sherrod Brown
Secretary of State

CERTIFICATE OF AMENDED
ARTICLES OF INCORPORATION OF
UNIVERSAL OIL, INC.

Robert Mendelsohn, President, and Alfred Palay, Secretary, of Universal Oil, Inc., an Ohio corporation, do hereby certify that the Shareholders of the Corporation did as of the 7th day of January 1985, by their unanimous written consent, pursuant to Section 1701.54 of the Ohio Revised Code, adopt the following resolution amending and restating the Corporation's Articles of Incorporation:

> RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit "A" be, and hereby is, approved and adopted.

IN WITNESS WHEREOF, Robert Mendelsohn, President, and Alfred Palay, Secretary, of Universal Oil, Inc. have hereunto subscribed to their names as of this 7th day of January 1985.

Robert Mendelsohn, President

Alfred Palay, Secretary

DOC ID ----> F620_0552

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSAL OIL, INC.

FIRST: The name of the corporation shall be UNIVERSAL OIL, INC.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of Cleveland in Cuyahoga County.

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

To buy, refine, distribute, manufacture, process and sell at retail and wholesale levels and to otherwise deal in oil, gasoline, greases, napthas, and other petroleum products and their by-products, and to deal in all other products handled in the gasoline filling station business;

To own, operate, buy, sell and lease gasoline filling stations together with the realty upon which the same is situated;

To build and construct gasoline filling stations and other buildings necessary and incident to the company's business;

To purchase, acquire, hold, improve, sell, convey, assign, release, manage, encumber, lease, hire and deal in real and personal property of every nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due to the corporation and to sell, assign, and release said securities and to do all other things necessary and incident to the carrying out of the above purposes;

To engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Ohio.

FOURTH: The corporation shall be authorized to issue Four Thousand Seven Hundred (4,700) shares of no par value common stock, which shall be divided into two (2) classes, one class of which shall consist of Four Thousand (4,000) shares designated as Class A Common Shares, and one class of which shall consist of Seven Hundred (700) shares designated as Class B Common Shares. Additionally, the corporation shall be authorized to issue Three Hundred (300) shares of preferred stock, par value $1,000.00 per share. Certain express terms of the authorized shares are included in the following provisions:

DOC ID ----> F620_0552

(A) Voting Rights. The holders of the Class A Common Shares and the Class B Common Shares shall have the same rights in the corporation except that the holders of the Class A Common Shares shall be entitled to exercise all of the voting rights of the corporation.

(B) Preferred Shares, Cumulative and Preferred as to Earnings. The holders of preferred shall be entitled to receive when and as declared from the surplus or net profits of the corporation yearly dividends in the amount of $50.00 per share and no more, payable quarterly on the 10th days of January, April, July and October in each year, commencing on the 10th day of October, 1978. The dividends on the preferred shares shall be cumulative before any dividends in excess of $1.00 per share on the common stock shall be paid or set apart, so that if in any year after 1978 the dividends in the amount of $50.00 per share shall not have been paid thereon, the deficiency shall be payable before any dividends in excess of $1.00 per share per year shall be paid or set apart for the common stock. Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared and shall have been payable, and the accrued quarterly installments for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for previous years, and such accrued quarterly installments, or shall have set aside from its surplus, or net profits, a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock in excess of $1.00 per share during that year, payable then or thereafter out of any remaining surplus or net profits.

(C) Redemption of Preferred Shares. Preferred shares or all or any part of them, may be redeemed, at the option of the Board of Directors of the corporation, at any time, on a date when a dividend on the preferred shares is payable under the provisions hereof, by the payment of $1,000.00 per share, plus all accumulated and unpaid dividends thereon whether or not said dividends have been earned or declared.

Upon a partial redemption, shares to be redeemed shall be selected by lot or pro rata from all preferred shareholders, as the Board of Directors shall determine. In case of partial redemption of preferred shares on a pro rata basis, fractional shares may be disregarded and the nearest number of whole shares redeemed, the shares to be redeemed to be decided by the Directors.

Notice of any redemption shall be given by registered mail, at least 45 days prior to the date fixed for redemption, to each preferred shareholders whose shares are to be redeemed, at the address appearing on the corporate records. Any such notice shall state the number of the shareholder's shares to be redeemed, the time and place of redemption, and the redemption price. All rights of the shareholders to whom notice shall be given, arising from ownership of the shares to be redeemed, except the right to receive the redemption price, shall cease and terminate on the date fixed for redemption, unless, at the time and

place fixed for redemption, the corporation shall fail to pay the redemption price.

Shares redeemed hereunder shall be cancelled by the Directors and shall not be reissued.

(D) Preferred Shares with Exclusive Voting Rights Upon Default of Dividends. Except as otherwise required by law, holders of preferred stock shall not be entitled to receive notice of meetings or to vote at meetings of the shareholders of the corporation unless 20 consecutive quarterly dividends on their stock shall be in default, or unless the corporation shall violate, or default in any other of the express terms and provisions governing preferred shares, but in any such event, the holders of preferred shares shall, while any such default or violation continues, be entitled to vote share for share with common shares, without distinction of class, with common shareholders. During the continuance of any violation or default, special meetings of the shareholders shall be called upon written request of the holders of 25% of the outstanding preferred shares.

(E) Prohibiting Issuance of Securities and Additional Preferred Shares Without Written Consent of Preferred Shareholders. The corporation shall not, directly or indirectly, without the written consent of the holder of 50% of the preferred shares, authorize, issue or create any class of shares having priority over, or parity with, the preferred shares.

(F) Prohibiting Sale of Entire Assets of Corporation Without Approval of Preferred Shareholders. The corporation shall not, without the written consent of the holders of 50% of the preferred shares sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property and assets.

(G) Priority of Preferred Over Common in Assets in Involuntary Liquidation. In the event of any voluntary liquidation, winding up, or dissolution of the corporation, or the voluntary distribution of its assets, there shall be paid to holders of preferred shares the sum of $1,000.00 per share, together with all accumulated, unpaid dividends, whether or not said dividends have been earned or declared thereon, before any sum shall be paid, or assets distributed to holders of common shares. After payment to holders of preferred shares, however, the remaining assets of the corporation shall be distributed and paid pro rata to holders of common shares.

Upon any involuntary liquidation, winding up or dissolution of the corporation, there shall be paid to holders of preferred shares the par value of their shares, together with all accumulated, unpaid dividends whether or not said dividends have been earned or declared thereon before any sum shall be paid, or assets distributed, to holders of common shares; but after payment to holders of preferred shares, the

remaining assets of the corporation shall be distributed and paid pro rata to holders of common shares.

FIFTH: The amount of stated capital with which the corporation will begin business is $25,000.00.

SIXTH: No holder of shares of the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class whether such shares of such class be now or hereafter authorized, or to subscribe for or to purchase any securities or other obligation convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders that have [illegible] for or purchased any such shares.

DOC ID ----> F620_0552

Encountered an error when handling image: F620_0552-01-0008

To have this corrected, please call the Ohio Secretary of State's office at
(877) SOS-FILE(767 - 3453)