

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LUBE DISTRIBUTION HOLDINGS, INC.		01/13/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PetroChoice Holdings, Inc.		
Street Address:	1826 Mile Run Road		
City:	Riddlesburg		
State/Country:	PENNSYLVANIA		
Postal Code:	16672		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3696944	PETROCHOICE	
CORRESPONDENCE DATA			
Fax Number:	(212)299-6051		
Phone:	212-837-6847		
Email:	trademarks@hugheshubbard.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Natasha N. Reed		
Address Line 1:	One Battery Park Plaza		
Address Line 2:	Hughes Hubbard & Reed LLP		
Address Line 4:	New York, NEW YORK 10004-1482		
ATTORNEY DOCKET NUMBER:	31834-00001		
NAME OF SUBMITTER:	Natasha N. Reed		
Signature:	/Natasha N. Reed/		

OP \$40.00 3696944

Date:

02/08/2012

**Total Attachments: 7**

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# Delaware

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*The First State*

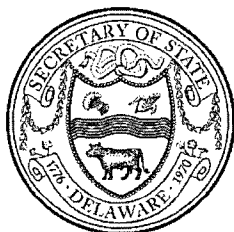
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LUBE DISTRIBUTION HOLDINGS, INC.", CHANGING ITS NAME FROM "LUBE DISTRIBUTION HOLDINGS, INC." TO "PETROCHOICE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 2012, AT 1:12 O'CLOCK P.M.

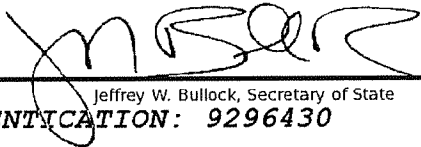
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4471003 8100

120046347

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9296430

DATE: 01-13-12

TRADEMARK  
REEL: 004713 FRAME: 0823

FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
LUBE DISTRIBUTION HOLDINGS, INC.

Lube Distribution Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), hereby certifies as follows:

1. The present name of this corporation is Lube Distribution Holdings, Inc., and that this corporation was incorporated pursuant to the General Corporation Law by filing its original certificate of incorporation on December 10, 2007 under the name Lube Distribution Holdings, Inc.
2. This Fourth Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**") amends, restates and integrates the provisions of the certificate of incorporation of the corporation (as heretofore amended) and has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law.
3. The text of the certificate of incorporation of the corporation is hereby amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation is PetroChoice Holdings, Inc.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law.

ARTICLE III

The registered office of the Corporation shall be located in the State of Delaware, located at 1209 Orange Street, in the City of Wilmington, County of New Castle, zip code 19801 and its registered agent at such address is The Corporation Trust Company.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is 1,500,000 shares, consisting of: (a) 1,400,000 shares of common stock, par value \$0.001 per share; and (b) 100,000 shares of preferred stock, par value \$0.001 per share ("**Preferred Stock**"). Subject to any vote expressly required by the Certificate of Incorporation, authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or

resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law. Without limiting the generality of the foregoing, and subject to the rights of any series of preferred stock then outstanding, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law

Upon the filing and effectiveness of this Fourth Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware in accordance with the General Corporation Law (the “**Effective Time**”), the shares of the Corporation’s capital stock issued and outstanding or held in treasury immediately prior to the Effective Time shall be, without any action on the part of the holder thereof, automatically reclassified as and changed as follows (the “**Reclassification**”): (i) each share of the Corporation’s common stock, par value \$0.001 per share (“**Old Common Stock**”), issued and outstanding or held in treasury immediately prior to the Effective Time shall be, without any action on the part of the holder thereof, automatically reclassified as and changed into 0.546831 shares of Common Stock; (ii) each share of the Corporation’s Series A-1 Redeemable Preferred Stock, par value \$0.001 per share (“**Old Series A-1 Preferred Stock**”), issued and outstanding or held in treasury immediately prior to the Effective Time shall be, without any action on the part of the holder thereof, automatically reclassified as and changed into 0.629025 shares of Common Stock; (iii) each share of the Corporation’s Series A-2 Redeemable Preferred Stock, par value \$0.001 per share (“**Old Series A-2 Preferred Stock**”), issued and outstanding or held in treasury immediately prior to the Effective Time shall be, without any action on the part of the holder thereof, automatically reclassified as and changed into 0.625387 shares of Common Stock; and (iv) each share of the Corporation’s Series B-1 Contingent Preferred Stock, par value \$0.001 per share (“**Old Series B-1 Preferred Stock**”), issued and outstanding or held in treasury immediately prior to the Effective Time shall be, without any action on the part of the holder thereof, automatically reclassified as and changed into 0.546831 shares of Common Stock. Each certificate that immediately prior to the Effective Time represented shares of Old Common Stock, Old Series A-1 Preferred Stock, Old Series A-2 Preferred Stock or Old Series B-1 Preferred Stock shall, from and after the Effective Time, be deemed to represent that number of shares of Common Stock into which the shares of Old Common Stock, Old Series A-1 Preferred Stock, Old Series A-2 Preferred Stock or Old Series B-1 Preferred Stock (as the case may be) represented by such certificate shall have been reclassified as a result of the Reclassification. Each holder of record of a certificate or certificates that immediately prior to the Effective Time represented shares of Old Common Stock, Old Series A-1 Preferred Stock, Old Series A-2 Preferred Stock or Old Series B-1 Preferred Stock (as the case may be) shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock into which such holder’s former shares of Old Common Stock, Old Series A-1 Preferred Stock, Old Series A-2 Preferred Stock or Old Series B-1 Preferred Stock (as the case may be) shall have been reclassified as a result of the Reclassification.

No fractional shares of Common Stock shall be issued by the Company as a result of the Reclassification. Instead, all shares of Common Stock (including fractions thereof) issuable upon the Reclassification of more than one share of Old Common Stock, Old Series A-1 Preferred Stock, Old Series A-2 Preferred Stock and Old Series B-1 Preferred Stock owned by a single holder shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share and if, after such aggregation, the reclassification and change would result in the issuance of a fractional share, the Company shall, in lieu of issuing such fractional share, pay cash in an amount equal to the product of such fraction multiplied by \$100.00.

#### ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Corporation's board of directors is expressly authorized to make, repeal, alter, amend or rescind the Corporation's bylaws. Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the bylaws of the Corporation shall so provide.

#### ARTICLE VI

No director of the corporation shall be personally liable to the corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or any stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended after the date of this certificate of incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Neither the amendment or repeal of this Article VI, nor the adoption of any provision of this certificate of incorporation or the by-laws of the corporation or of any statute inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VII

The Corporation shall, to the fullest extent permitted by the General Corporation Law, as the same may be amended and supplemented, indemnify any and all of its directors under the General Corporation Law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the General Corporation Law (including for actions of any such director in the capacity of an officer of the Corporation, if applicable), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to

be a director and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE VIII

(a) Pursuant to subsection 17 of Section 122 of the General Corporation Law, the Corporation hereby renounces any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunity that is presented to any stockholder who is not an employee of the corporation and who has designated any director of the corporation pursuant to this Certificate of Incorporation or the terms of any agreement to which the corporation is a party or to any such director, and further confirms that (i) no such stockholder will be deemed to have breached his, her or its duties with respect to corporate opportunities as a result of the actions of such stockholder and (ii) no such director will be deemed to have breached his or her duties with respect to corporate opportunities as a result of the actions of such director unless such business opportunity is first presented to such director expressly and solely in such director's capacity as a director of the corporation.

(b) Except as otherwise agreed in writing by the corporation and a stockholder of the Corporation: (i) such stockholder shall have no duty to refrain from (A) engaging directly or indirectly in the same or similar activities or lines of business as the Corporation, (B) doing business with any potential or actual customer or supplier of the Corporation or (C) employing or engaging or soliciting for employment any officer or employee of the Corporation; and (ii) no officer, director or stockholder of the Corporation shall be liable to the Corporation or to the Corporation's stockholders for breach of any fiduciary duty by reason of any such activities of such stockholder.

[The next page is the signature page]

This Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 13th day of January, 2012.

LUBE DISTRIBUTION HOLDINGS, INC.

By:       /s/ Christopher Laws        
Name: Christopher Laws  
Title: Secretary



PETROCHOICE HOLDINGS, LLC  
c/o Greenbriar Equity Group LLC  
555 Theodore Fremd Avenue, Suite A-201  
Rye, NY 10580

January 13, 2012

To: the Secretary of State of Delaware

Re: Consent to Use of Name

Ladies and Gentlemen:

PetroChoice Holdings, LLC, a Delaware limited liability company, hereby consents to the change of the name of Lube Distribution Holdings, Inc., a Delaware corporation, to PetroChoice Holdings, Inc.

Very truly yours,

PETROCHOICE HOLDINGS, LLC

By: /s/ Jill Raker

Name: Jill Raker

Title: Vice President