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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Account Name : ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON  
Account Number : 076077003322  
Phone : (941) 366-6660  
Fax Number : (941) 366-3999 *ATTN: Gatha*

ALI

LIMITED LIABILITY COMPANY

Tire Engineering & Distribution, L.L.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 MAR 22 PM 12: 00

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# ARTICLES OF ORGANIZATION

**TIRE ENGINEERING & DISTRIBUTION, L.L.C.,**  
a Florida limited liability company

## **ARTICLE I** **NAME**

The business and affairs of the Limited Liability Company shall be conducted under the name of:

**TIRE ENGINEERING & DISTRIBUTION, L.L.C.**

## **ARTICLE II** **PRINCIPAL OFFICE**

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

4015 Flamingo Avenue  
Sarasota, Florida 34242

## **ARTICLE III** **INITIAL REGISTERED AGENT/OFFICE**

The Limited Liability Company's registered office and its initial registered agent shall be:

Jeffrey S. Russell

240 S. Pineapple Avenue  
10<sup>th</sup> Floor  
Sarasota, Florida 34228

## **ARTICLE VI** **MANAGEMENT AND POWERS**

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Operating Agreement of the Limited Liability Company.

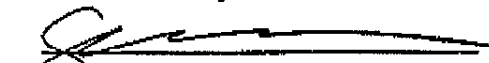
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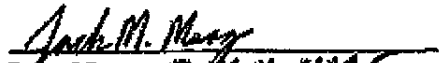
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IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 21<sup>st</sup> day of March, 2000.

WITNESSES:

  
Print Name GATHA K. MILHORN

  
Jeffrey S. Russell

  
Print Name JACK M. MAG

"AUTHORIZED REPRESENTATIVE"

CO MAR 22 PM 12:00  
STATE OF CALIFORNIA  
CORPORATION DIVISION

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

TIRE ENGINEERING & DISTRIBUTION, L.L.C.

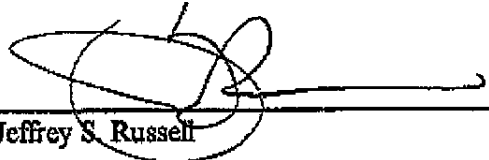
2. The name and the Florida street address of the registered agent are:

Jeffrey S. Russell  
240 S. Pineapple Avenue  
10<sup>th</sup> Floor  
Sarasota, Florida 34242

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
00 MAR 22 PM 12:00

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 3/21/00

  
\_\_\_\_\_  
Jeffrey S. Russell

“REGISTERED AGENT”

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