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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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****285.00 ****285.00

CORPORATION(S) NAME

Michelin Retail Holdings LLC

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☒ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☒ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
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Acknowledgement	
Acknowledgement	W. P. Verifier
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FILED
99 APR 29 PM 2:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

99 APR 29 PM 12:16
DIVISION OF CORPORATION

m99000000644

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Michelin Retail Holdings LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 31, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. To commence April 30, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. One Parkway South, Greenville, South Carolina 29615
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James M. Micali</u>	<u>Mgr.</u>		
<u>One Parkway South</u>			
<u>Greenville, SC 29615</u>			
<u>Peri Martin</u>	<u>Mgr.</u>		
<u>One Parkway South</u>			
<u>Greenville, SC 29615</u>			
<u>Scott Snyder</u>	<u>Mgr.</u>		
<u>300 N. Cleveland-Massillon Road</u>			
<u>Suite 200</u>			
<u>Akron, OH 33333-2484</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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99 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

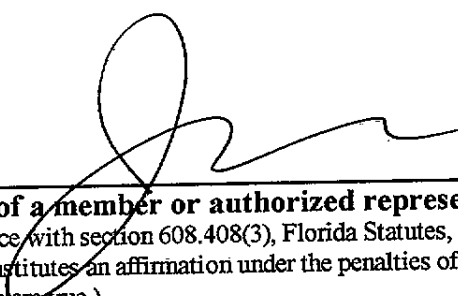
MICHELIN RETAIL HOLDINGS LLC certifies:

1) the above named limited liability company has at least ^{ONE} ~~two~~ members;

2) the total amount of cash contributed by the member(s) is \$ 0;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 0;
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

JAMES M. MICALI
Typed or printed name of signer

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99 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

Michelin Retail Holdings LLC

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

33324

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 29 PM 2:00

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Having been named as registered agent and 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICHELIN RETAIL HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED

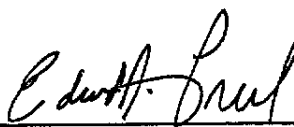
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SECRETARY OF STATE
DELAWARE



3021716 8300

991157365


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9700159

04-21-99