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M990000000644

C T Corporation System

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600003084976--8

-12/30/99-01079-008

*****70.00 *****70.00

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*****17.50 *****17.50

Stringer Tire Company

merging into: Tire Centers, LLC

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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☐ Photo Copies

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STRINGER TIRE COMPANY, A FLORIDA CORPORATION

into

TIRE CENTERS, LLC, a Delaware entity M99000000644

File date: December 30, 1999 , effective January 4, 2000

Corporate Specialist: Gretchen Harvey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Stringer Tire Company</u> <u>5700 Commonwealth Avenue</u> <u>Jacksonville, Florida 32254</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>K62073</u>		FEI Number: <u>59-2927766</u>
2. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

CR2E080(10/99)

(Attach additional sheet(s) if necessary)

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1/4/00

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
<u>Tire Centers, LLC</u> <u>One Parkway South</u> <u>Greenville, South Carolina 29615</u>	<u>Delaware</u>	<u>limited liability company</u>
Florida Document/Registration Number: <u>M99000000644</u>		FEI Number: <u>11-1724631</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

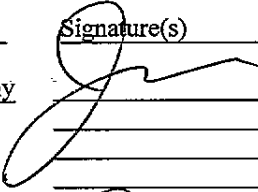
January 4, 2000

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Stringer Tire Company</u>		<u>James M. Micali</u> <u>Director and President</u>
<u>Tire Centers, LLC</u>		<u>Michelin North America, Inc.</u> <u>By: James M. Micali,</u> <u>Chairman and President</u> <u>(Member)</u>
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(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Stringer Tire Company	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Tire Centers, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

At the Effective Date, the merging party shall be merged with and into the surviving party, and the separate corporate existence of the merging party shall thereupon cease. The surviving party shall be the surviving limited liability company in the merger, and, except as provided herein, the separate legal existence of the surviving party with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the merger. All the property, real, personal and mixed, of each of the merging party and the surviving party, and all debts due to either of them, shall be transferred to or retained in, as the case may be, and vested in the surviving party, without further act or deed. The surviving party shall thenceforth be responsible and liable for all the liabilities and obligations of each of the merging party and the surviving party, and any claim or judgment against either of them may be enforced against the surviving party. The surviving party shall continue to exist under the laws of the State of Delaware.

The surviving party shall continue to transact business in the State of Florida as a foreign limited liability company. The surviving party consents to be sued and served with process in the State of Florida and has appointed CT Corporation System (the "Florida Agent"), located at 1200 South Pine Island Road, Plantation, Florida 33324, as its agent upon whom process against the surviving party may be served in the State of Florida. The surviving party irrevocably consents to service of process on the Florida Agent as long as the authority of the Florida Agent continues, and to service of process upon the Secretary of State of Florida if (i) the Florida Agent cannot be found or served after the exercise of reasonable diligence or (ii) the authority of the Florida Agent is revoked or (iii) the surviving party's registration to do business in Florida expires or is canceled.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective date, as a result of the merger and without any action on the part of the merged party or the surviving party, each share of the merged party held by the surviving party, together representing one hundred percent (100%) of the issued and outstanding shares of the merged party immediately prior to the effective date, shall be converted into newly issued percentage interests in the ownership of the surviving party (the "Ownership Interests of the Surviving Party") such that upon their issuance the total percentage interests in the ownership of the surviving party shall remain one hundred percent (100%). At the effective date, all such shares shall no longer be outstanding and shall be canceled and retired and shall cease to exist and each certificate formerly representing shares shall thereafter represent only the right to Ownership Interests of the Surviving Party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

Not applicable.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

James M. Micali
One Parkway South
Greenville, South Carolina 29615

Peri Martin
One Parkway South
Greenville, South Carolina 29615

Scott Snyder
300 N. Cleveland-Massillon Road
Akron, Ohio 44333-2484

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

An agreement of merger has been approved and executed by each of the limited liability companies or other business entities which is to merge.

The agreement of merger is on file at a place of business of the surviving limited liability company at One Parkway South, Greenville, South Carolina 29615.

A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

EIGHTH: Other provisions, if any, relating to the merger:

None.

(Attach additional sheet(s) if necessary)

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