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Florida Department of State
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION

TBC Corporation

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TBC Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 31-0600670
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. August 24, 1970 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7111 Fairway Drive, Palm Beach Gardens, Florida 33418
(Principal office address)

Same
(Current mailing address)

To engage in the marketing and distribution of tires and any other lawful act or activity for
8. which corporations may be formed under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

C T Corporation System

By:

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Sharon Swartz Neuhardt, Secretary

(Typed or printed name and capacity of person signing application)

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TBC CORPORATION

LIST OF OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Lawrence C. Day	President and CEO	7111 Fairway Drive Palm Beach Gardens, FL 33418
Thomas W. Garvey	Executive Vice President and CFO	7111 Fairway Drive Palm Beach Gardens, FL 33418
Kenneth P. Dick	President and CEO Of TBC Wholesale	4770 Hickory Hill Road Memphis, TN 38141
J. Glen Gravatt	Executive Vice President Purchasing	4770 Hickory Hill Road Memphis, TN 38141
Larry D. Coley	Vice President, Corporate Controller and Assistant Secretary	4770 Hickory Hill Road Memphis, TN 38141
Sharen Swartz Neuhardt	Secretary	2000 Courthouse Plaza, NE Dayton, OH 45402
Timothy Miller	Vice President and Treasurer	7111 Fairway Drive Palm Beach Gardens, FL 33418
W. Michael Potts	Senior Vice President Of Human Resources	7111 Fairway Drive Palm Beach Gardens, FL 33418

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Charles A. Ledsinger, Jr.	Choice Hotels International, Inc. 10750 Columbia Pike Silver Springs, MD 20901
Raymond E. Schultz	RES Investment LLC 6305 Humphreys Blvd., Suite 110 Memphis, TN 38120

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William J. McCarthy	1424 Royal St. George Drive Naperville, IL 60563
Michael E. Dunlap	Dunlap & Kyle Co., Inc. 280 Eureka Street Batesville, MS 38606
Richard A. McStay	964 Harbor View Drive Memphis, TN 38103
Robert R. Schoeberl	2395 Woodglen Drive Aurora, IL 60504
Donald Ratajczak	1681 Lady Marion Lane Atlanta, GA 30309
Marvin E. Bruce	3260 Habersham Road Atlanta, GA 30305
Lawrence C. Day	7111 Fairway Drive Palm Beach Gardens, FL 33418
George W. Bryan	510 S. Mendenhall Road Suite S-100 Memphis, TN 38117

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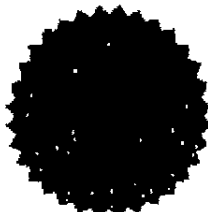
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TBC CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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040171458

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2973932

DATE: 03-08-04