

F14000002936

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OCT 18 PM 12:31

OCT 18 2017

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F14000002936

(Document number of corporation (if known))

2017 OCT 18 PM 12:31

1. Monro Muffler Brake, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. July 9, 2014

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 15, 2017

5. Monro, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Monro Muffler Brake, Inc.

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Brian D'Ambrosia

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Brian D'Ambrosia

(Typed or printed name of person signing)

SVP - Finance, CFO & Treasurer

(Title of person signing)

State of New York
Department of State } ss:

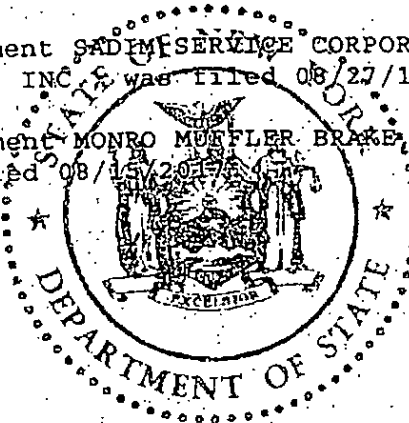
I hereby certify, that the Certificate of Incorporation of MONRO, INC. was filed on 10/05/1959, under the name of MIDAS SERVICE CORPORATION, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment MIDAS SERVICE CORPORATION, INC., changing its name to SADIM SERVICE CORPORATION, INC., was filed 09/21/1960.

A Certificate of Amendment SADIM SERVICE CORPORATION, INC., changing its name to SADIM SERVICE CORPORATION, was filed 10/16/1969.

A Certificate of Amendment SADIM SERVICE CORPORATION, changing its name to MONRO MUFFLER BRAKE, INC. was filed 08/27/1976.

A Certificate of Amendment MONRO MUFFLER BRAKE, INC., changing its name to MONRO, INC., was filed 08/15/2017.



WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 07th day of September two
thousand and seventeen.

Brendan W. Fitzgerald

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
MONRO MUFFLER BRAKE, INC.**

Under Section 805 of the Business Corporation Law

Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MONRO MUFFLER BRAKE, INC.

Under Section 805 of the Business Corporation Law

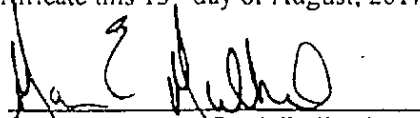
1. The name of the Corporation is Monro Muffler Brake, Inc. The Corporation was formed under the name Midas Service Corporation, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on October 5, 1959.
3. The Certificate of Incorporation of the Corporation is hereby amended to effect the amendment specified below, which is authorized by the Business Corporation law:

Section 1 of the Certificate of Incorporation is hereby amended to change the name of the Corporation, so that said Section 1 shall provide in its entirety as follows:

"1. The name of the Corporation is Monro, Inc."

4. The Certificate of Amendment was authorized by the vote of the Board of Directors followed by the vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders followed by the unanimous written consent of the Corporation's Class C Convertible Preferred Stock.

IN WITNESS WHEREOF, I have signed this Certificate this 15th day of August, 2017.



Name: Maureen E. Mulholland

Title: Secretary



200 Holleder Parkway, Rochester, New York 14615

October 4, 2017

Re: Amendment to Certificate of Authority of Foreign Business

Dear Sir or Madam:

I am Corporate Counsel of Monro, Inc. (formerly Monro Muffler Brake, Inc.), a New York corporation authorized to do business in your state. In connection with the corporate name change from Monro Muffler Brake, Inc. to Monro, Inc., please find enclosed our application to amend our certificate of authority to transact business in your state. Together with the application, please find enclosed the following:

- Certificate of Amendment filed with the New York Secretary of State amending the Certificate of Incorporation to change the name of the corporation to Monro, Inc.;
- Certificate of Good Standing issued to Monro, Inc. by the New York Secretary of State;
- Check for the filing fee.

Please be aware that current officers of Monro, Inc. — each with authority to sign on behalf of Monro, Inc.—are as follows:

Brett Ponton, President and Chief Executive Officer
Brian D'Ambrosia, Senior Vice President – Finance, Chief Financial Officer, Treasurer
Maureen E. Mulholland, Senior Vice President – General Counsel and Secretary
Darin Pellegrino, Vice President – Controller
Paul Baratta, Vice President – Real Estate
John A. Heisman, Corporate Counsel and Assistant Secretary

Please be aware that the current directors of Monro, Inc. are as follows:

Robert E. Mellor, Chairman of the Board
John L. Auerbach, Director
Frederick M. Danziger, Director
Donald Glickman, Director
Lindsay N. Hyde, Director
Stephen C. McCluski, Director
Brett T. Ponton, Director
Peter J. Solomon, Director

The address of Monro, Inc., and of each of its officers and directors, is:

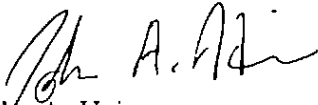
Monro, Inc.
200 Holleder Parkway
Rochester, New York 14615

Please note that this is the address for the company that is currently on record in your state and has not changed.

Please update your records to reflect the current officers and directors. Please also be aware that, as a general rule, the Secretary (Maureen E. Mulholland) and Assistant Secretary (John A. Heisman) of Monro, Inc. are generally responsible for executing documents on the company's behalf (e.g., licenses, permits).

Should you have any questions, please contact me by phone at (585) 784-3384 or by email at jack.heisman@monro.com.

Very truly yours,



John A. Heisman
Monro, Inc.
Corporate Counsel