

F96000003701

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law

SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-6207

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

March 24, 1997

INTERNET E-MAIL
MSPEAR@MVW.COM

FILED
98 APR 23 PM 4:07
RECEIVED
98 MAR 25 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

VIA COURIER

Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32314

Subject: Big 10 Tire Stores, Inc., d/b/a
Wilson Tire Stores, Inc. - Document No. F96000003701

Dear Sir or Madam:

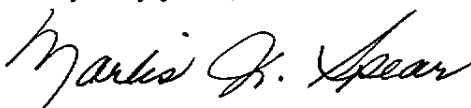
It is our understanding that the name "Big 10 Tire Stores, Inc." is now available for use. Accordingly, please be advised that our client wishes to drop the d/b/a "Wilson Tire Stores, Inc." and use the name "Big 10 Tire Stores, Inc.".

Enclosed is a check in the amount of \$43.75 in payment of the filing fee of \$35.00 and \$8.75 for a Certificate of Status.

Thank you for your assistance in this matter.

200002468232--8
-03/25/98-01084--005
*****43.75 *****43.75

Very truly yours,



Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Robert M. Poppell, Esq.

F:\TAX\813\LTR\BIG 10.wpd

W98000006659

4/24

gong
Dropping
DBA
C.U.S.

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law

SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-6207

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

INTERNET E-MAIL
MSPEAR@MVW.COM

April 21, 1998

Division of Corporations
Amendment Section
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Big 10 Tire Stores, Inc., d/b/a
Wilson Tire Stores, Inc. - Document No. F96000003701

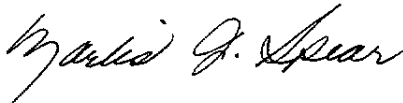
Dear Sir or Madam:

Enclosed is a copy of your Letter Number: 49800016034, dated March 25, 1998. Pursuant to your letter, I am also enclosing a Secretary's Certificate with a copy of the Unanimous Written Consent of the Directors of Big 10 Tire Stores, Inc. dated April 19, 1998, dropping the alternate name previously adopted for transacting business in Florida.

Please forward a Certificate of Status to the attention of the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Robert M. Poppell, Esq.

FATAX813\LTR\BIG 10.wpd



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1998

MAGUIRE, VOORHIS & WELLS, P.A.

TALLAHASSEE, FL

SUBJECT: WILSON TIRE STORES, INC.
Ref. Number: F96000003701

We have received your document for WILSON TIRE STORES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If a foreign corporation has adopted an alternate name for transacting business in Florida and desires to drop that alternate name, a resolution of its board of directors should be filed dropping the alternate name. The resolution should be signed by the chairman or vice chairman of the board, president or any other officer.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 498A00016034

RECEIVED
98 APR 23 AM 9:08
DIVISION OF CORPORATIONS

SECRETARY'S CERTIFICATE

I, J. Michael Burgess, as Secretary of Big 10 Tire Stores, Inc., an Alabama corporation, hereby certify that:

1. I am the Secretary of said corporation, and as such, the custodian of its minute book and records;

2. The Unanimous Written Consent of the Directors of Big 10 Tire Stores, Inc. Authorizing action necessary to amend the corporation's certificate of authority to transact business in the State of Florida under "Big 10 Tire Stores, Inc." dated as of April 1, 1998, which is attached hereto as Exhibit A and by reference made a part hereof, is a true and correct copy of the same as the same appears in said minute book;

3. Such Unanimous Written Consent has not been altered or repealed but remains in full force and effect;

IN WITNESS WHEREOF, I have hereunto set my hand as said Secretary and affixed the seal of said corporation, on this 1ST day of April, 1998.


J. MICHAEL BURGESS, as Secretary

[AFFIX CORPORATE SEAL]

FILED
98 APR 23 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS OF BIG 10 TIRE STORES, INC.**

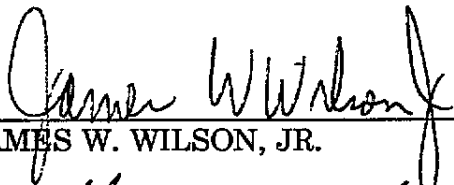
The undersigned, being all of the directors of Big 10 Tire Stores, Inc., an Alabama corporation, hereby adopt the following resolution by unanimous consent in lieu of holding a meeting, and hereby adopt and ratify and approve all actions taken pursuant thereto:

BE IT RESOLVED, that the officers of Big 10 Tire Stores, Inc. be, and hereby are, authorized to take all steps necessary to amend the corporation's certificate of authority to transact business in the State of Florida to delete all reference to "d/b/a Wilson Tire Stores, Inc." and to confirm that the corporation may transact business in Florida under its own corporate name, Big 10 Tire Stores, Inc.

BE IT RESOLVED, that this Unanimous Consent may be executed in one or more counterparts, each of which shall be deemed to be an original, but when taken together, shall constitute only one Unanimous Consent, and further

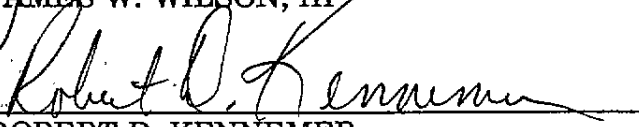
BE IT RESOLVED, that a copy of this Unanimous Consent shall be placed in the corporation's minute book.

IN WITNESS WHEREOF, the undersigned being all of the directors of Big 10 Tire Stores, Inc. have hereunto set their hands and seals as of this 1st day of April, 1998.


JAMES W. WILSON, JR.


WILLIAM B. WILSON


JAMES W. WILSON, III


ROBERT D. KENNEMER