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 526 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

HOLD.  
 FOR PICKUP BY  
 UCC SERVICES  
 OFFICE USE ONLY

**MD1000 002538**

November 9, 2011

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

BFS Retail & Commercial, LLC

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

**Retrieval Request**

- Photocopy
- Certified Copy

Other **100004674341--4**  
 -11/09/01--01043--012  
 \*\*\*\*125.00 \*\*\*\*125.00

*MD 2538*

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 NOV 9 11 09 AM '11  
 DIVISION OF STATE  
 REVENUE  
 TALLAHASSEE, FLORIDA

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 DIVISION OF CORPORATION

*JB 11/3-01*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 9, 2001

UCC FILING & SEARCH SERVICES

SUBJECT: BFS RETAIL & COMMERCIAL OPERATIONS, LLC  
Ref. Number: W01000025938

We have received your document for BFS RETAIL & COMMERCIAL OPERATIONS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 001A00061031

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STATE DEPARTMENT OF STATE  
UCC FILING SECTION  
NOV 9 2001 10 51 AM '01  
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. BFS RETAIL COMMERCIAL OPERATIONS, LLC  
(Name of foreign limited liability company)

2. Delaware 3. 62-1867019  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 13, 2001 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 333 East Lake Street, Bloomingdale, Illinois 60108  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
Bridgestone/Firestone Americas Holding, Inc., 50 Century Boulevard, Nashville, TN 37214

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SEP 18 10 01 AM '01  
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: SEE ATTACHED

Bridgestone/Firestone Americas Holding Inc.

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

By: Kerry Cantrell, Assistant Secretary  
Typed or printed name of signee

**BFS Retail and Commercial Operations, LLC purpose clause:**

The purpose of the LLC is (1) to sell Bridgestone, Firestone and other house brand tires including, but not limited to, passenger, light truck, truck, agricultural and Off-the-road tires in the consumer retail market and the commercial market, to supply automotive repair services and any other lawful business purpose; and (b) to perform all things necessary or incidental to or connected with or growing out of those activities in accordance with the Operating Agreement

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TALLAHASSEE, FLORIDA

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**BFS RETAIL AND COMMERCIAL OPERATIONS, LLC**

**Managers:**

Larry J. Magee  
John T. Lampe  
Shuichi Ishibashi  
Charles R. Ramsey  
Larry C. Morgan  
Terry Reedy  
Nick A. Capretta

**Officers:**

Larry J. Magee	Chief Executive Officer and President
James S. Downing	Secretary
David F. Seele	Controller-Tax
Eugene E. Stephens	Assistant Treasurer
Melissa M. McGuire	Assistant Secretary
Wayne Bender	Assistant Secretary
David P. Reichard	Assistant Secretary
John Hornickel	Assistant Secretary

The address to contact above Managers and Officers is :

Bridgestone/Firestone, Inc.  
50 Century Boulevard  
Nashville, Tennessee 37214-3609

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CLERK OF COURT  
CLERK OF COURT

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AND  
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**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:

BFS RETAIL AND COMMERCIAL OPERATIONS, LLC

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

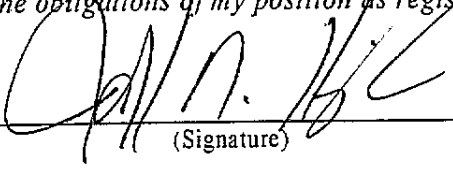
NRAI Services, Inc.  
(Name)

526 E. Park Avenue,  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301  
City/State/Zip

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TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF REVENUE

*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 as provided for in Chapter 608, F.S.*

  
(Signature)

**\$100.00** Filing Fee for Application  
**\$ 25.00** Designation of Registered Agent  
**\$ 30.00** Certified Copy (optional)  
**\$ 5.00** Certificate of Status (optional)

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BFS RETAIL & COMMERCIAL OPERATIONS, 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 FIFTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BFS RETAIL & COMMERCIAL OPERATIONS, LLC" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2001.

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

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AND  
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SECRETARY OF STATE  
DELAWARE



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3432781 8300

AUTHENTICATION: 1427881

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DATE: 11-05-01