

MD1000002538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

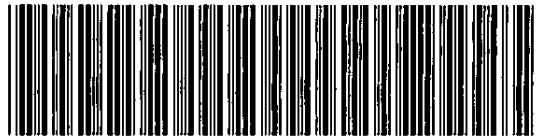
Special Instructions to Filing Officer:

L. SELLERS

DEC 30 2008

EXAMINER

Office Use Only



200139238242

12/29/08--01016--016 **60.00

08 DEC 29 AM 8:16
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**Bridgestone Retail Operations, LLC.
6275 Eastland Road
Brook Park, OH 44142**

December 18, 2008

To Whom It May Concern:

This letter is to notify you of our companies name change which will become effective January 1, 2009. Bridgestone Retail & Commercial Operations, LLC will become Bridgestone Retail Operations, LLC. **This is a name change only; there are no equity or asset transfers.**

Attached is the resolution of the Board of Managers of BFS Retail & Commercial Operations, LLC and authenticated copy of the amended article of organization as filed in the state of Delaware which reflects the change..

Please contact me at 216-362-3338 if you have any questions or need additional information.

Thank you,

A handwritten signature in black ink, appearing to read 'Don Delande', with a long horizontal flourish extending to the right.

Don Delande
Sr. Sales Tax Specialist, CPA

DD/wld/ltr2

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BFS RETAIL & COMMERCIAL OPERATIONS, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JIM LUPINETTI
(Name of Person)

BFS RETAIL & COM. OPER., LLC
(Firm/Company)

6275 EASTLAND RD
(Address)

BROOK PARK OHIO 44142
(City/State and Zip Code)

For further information concerning this matter, please call:

JIM LUPINETTI at (216) 362-5040
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: BFS RETAIL & COMMERCIAL OPERATIONS, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: 11/9/01

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 1/1/09
5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

BRIDGESTONE RETAIL OPERATIONS, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Kay Stone
Signature of a member or the authorized representative of a member

KAY STONE
Typed or printed name of signee

Filing Fee: \$25.00

FILED
08 DEC 29 AM 8:16
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

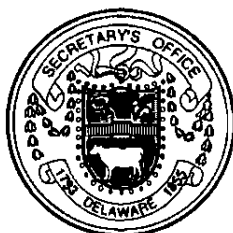
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BFS RETAIL & COMMERCIAL OPERATIONS, LLC", CHANGING ITS NAME FROM "BFS RETAIL & COMMERCIAL OPERATIONS, LLC" TO "BRIDGESTONE RETAIL OPERATIONS, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2008, AT 1:45 O'CLOCK P.M.

3432781 8100

081209690

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7034967

DATE: 12-18-08

STATE OF DELAWARE
TALLAHASSEE
08 DEC 29 11:48:16 AM '08

FILED

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:45 PM 12/18/2008
FILED 01:45 PM 12/18/2008
SRV 081209690 - 3432781 FILE

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: BFS Retail & Commercial Operations, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

To Change the name of the company to Bridgestone Retail Operations, LLC; and
That Article numbered "1" of the Certificate of Formation be replaced with the following:
"1. The name of the limited liability company is Bridgestone Retail Operations, LLC."

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 18th day of December, A.D. 2008.

By: Kay Stone
Authorized Person(s)

Name: Kay Stone
Print or Type

RESOLUTION

**THE BOARD OF MANAGERS OF
BFS RETAIL & COMMERCIAL OPERATIONS, LLC (the "Company")**

RESOLUTION TO CHANGE NAME OF THE COMPANY

On motion duly made and seconded, it was unanimously resolved that the following resolution be approved:

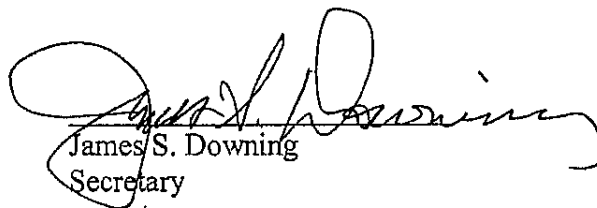
WHEREAS, the name of the Company is BFS Retail & Commercial Operations, LLC with the initials BFRC; and

WHEREAS, Bridgestone Americas Holding, Inc. has approved and authorized the Company to change its name to Bridgestone Retail Operations, LLC with the initials BSRO effective as of January 1, 2009;

WHEREAS, the Board of Managers deems it advisable and in the best interest of the Company and its member to change the name of the Company to Bridgestone Retail Operations, LLC with the initials BSRO effective as of January 1, 2009;

NOW THEREFORE BE IT HEREBY RESOLVED, that the name of the Company shall be changed to Bridgestone Retail Operations, LLC with the initials BSRO effective as of January 1, 2009.

Certificate: I hereby certify that the foregoing is a true and correct copy of a **Resolution** duly passed at a meeting of the Board of Managers of BFS Retail & Commercial Operations, LLC on December 15, 2008.


James S. Downing
Secretary

BRIDGESTONE RETAIL OPERATIONS, LLC

Updated 12/15/2008

<u>MANAGERS</u>	<u>BUSINESS ADDRESS</u>	<u>DATE ELECTED</u>
Nicholas Capretta	333 East Lake Street, Bloomingdale, IL 60108	9/26/01
Mark Emkes	535 Marriott Drive, Nashville, TN 37214	12/6/02
Larry Magee	333 East Lake Street, Bloomingdale, IL 60108	9/26/01
Asahiko Nishiyama	535 Marriott Drive, Nashville, TN 37214	1/1/05
William Perdeu	333 East Lake Street, Bloomingdale, IL 60108	6/23/03
Alfred Policy	6275 Eastland Rd., Brook Park, OH 44142	7/24/02
Terry Reedy	333 East Lake Street, Bloomingdale, IL 60108	9/26/01
Ron Tepner	333 East Lake Street, Bloomingdale, IL 60108	6/23/03
Stuart Watterson	2021 Sunnydale Blvd., Clearwater, FL 33765	7/24/02
<u>OFFICERS</u>	<u>TITLES</u>	
Nicholas Capretta	Vice President, Real Estate and Asset Control	9/26/01
James Downing	Vice President, General Counsel and Secretary	9/26/01
Gina Lan	Assistant Secretary	1/24/02
Larry Magee	Chairman, Chief Executive Officer and President	9/26/01
Marc Odier	Assistant Secretary	11/9/05
Meredith Palmer	Assistant Secretary	6/28/02
Terry Reedy	Vice President, Finance	9/26/01
Jim Sager	Assistant Secretary	12/20/01
David Seele	Controller-Tax	9/26/01
Thomas Shanahan	Assistant Secretary	12/20/01
Eugene Stephens	Assistant Treasurer	9/26/01
John Vasuta	Assistant Secretary	9/23/02
Kay Stone	Assistant Secretary	3/19/07