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February 27, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

300002102243--6  
-03/03/97--01052--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: GEWE Tyres Distributor Inc., USA

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Amendment to the Articles of Incorporation for the above referenced corporation. Enclosed is our office check in the amount of Eighty-Seven Dollars and 50/100 (\$87.50) representing:

Filing Fee (Amendment)	\$ 35.00
One (1) Certified Copy (Amendment)	<u>52.50</u>
	\$ 87.50

We trust the enclosed is in good order, but if there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUGUST & POHLIG, P.A.

By:   
FRANCIS MARION POHLIG

FMP/sas  
Enclosures

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7LL MAR 5 1997

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR -3 AH10:22

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97 MAR -3 AM 10: 22

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
GEWE TYRES DISTRIBUTOR INC., USA**

Pursuant to the provisions of §607.1005, of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the Articles of Incorporation is changed to delete the name GEWE TYRES DISTRIBUTOR INC., USA.

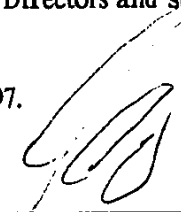
2. Article I of the Articles of Incorporation is amended to read as follows:

The name of this corporation is TIRE DISTRIBUTOR INC., USA

3. The Amendments were adopted on the 7th day of January, 1997.

The Amendments were adopted by the Board of Directors and sole shareholder pursuant to §607.1006, Florida Business Corporation Act.

DATED the 7<sup>th</sup> day of JAN., 1997.

By:   
\_\_\_\_\_  
GUENTHER WERNER, the  
President and sole Director

URNr. 282/97 L

Ich beglaubige die Echtheit der umseitigen vor mir vollzogenen  
Unterschrift des mir persönlich bekannten Herrn Günther Werner,  
Kaufmann, geschäftsansässig in 67688 Rodenbach, Fuchsstraße  
83 - 87.

Kaiserslautern, den 20.2.1997



*Kurt Lechner*  
LECHNER  
Notar

URNr. 282/97 L

Ich beglaubige die Echtheit der umseitigen vor mir vollzogenen  
Unterschrift des mir persönlich bekannten Herrn Günther Werner,  
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83 - 87.

Kaiserslautern, den 20.2.1997



*K. Lechner*  
Lechner  
Notar

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von Kurt Lechner - - - - -

3. in seiner Eigenschaft als Notar in Kaiserslautern - - - - -

4. sie ist versehen mit dem ~~Stempel~~/Stempel des (der) Notars Lechner in  
Kaiserslautern - - - - -

Bestätigt

in Kaiserslautern - - - - - 6. am 21. Februar 1997

Präsident des Landgerichts - - - - -

91 E b - 20/97 - - - - -

mpel

10. Unterschrift

*Willi Kestel*  
(Willi Kestel)

