

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/11/95

CORPORATION:

TERP'S TIRE TOW & INC.

053398

RETURN TO: CLUNK, HOUSHEY & COLLINS
ATTN D R CLUNK
P O BOX 3316
ALLIANCE OH 44601

CHARTER NUMBER: 512217
ROLL AND FRAME: 5350-1672

5350-1672

DOCUMENT NUMBER	CODE	FEE
95120130401	AMD	185.00
95120130401	MIS	10.00
	INC	NO FEE

TOTAL : 195.00

0696

~~ORIGINAL~~ 1673



The State of Ohio

Bob Taft

Secretary of State

519217

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD HIS INC

of:

TERRY'S TIRE TOWN, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5350 at Frame 1674 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 8TH day of DEC ,
A.D. 19 95 .



Bob Taft
Bob Taft
Secretary of State

CERTIFICATE OF AMENDMENT
 BY SHAREHOLDERS
 TO THE ARTICLES OF INCORPORATION
 OF
 TERRY'S TIRE TOWN, INC.

CEC-1071 519217
APPROVED

By CR

Date 10-8-95

Amount 185.00

95120130401

J. TERRY TOLERTON, who is the President, and WILLIAM TOLERTON, who is the Secretary, of the above-named Ohio corporation, for profit, with its principal location at 1469 West Main Street, Alliance, Ohio 44601, do hereby certify that a meeting of the shareholders was duly called and held on September 29, 1995 at which meeting a quorum of the shareholders were present in person or by proxy and, by the affirmative vote of the holders of shares entitling them to exercise 100% of the voting power of the Corporation, the following resolutions were duly adopted:

RESOLVED: That Terry's Tire Town, Inc. does hereby approve and adopt Amended Articles of Incorporation set forth in Exhibit "B" attached hereto and hereby made a part hereof; and further,

RESOLVED: That the President and Secretary be, and they hereby are, authorized and empowered to take such steps and to execute and file such documents as may be necessary or proper to effectuate such Amended Articles of Incorporation.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed at Alliance, Ohio, this 29th day of September, 1995.

TERRY'S TIRE TOWN, INC.

By: J. Terry Tolerton
 J. Terry Tolerton

By: William Tolerton
 William Tolerton

STATE OF OHIO :

COUNTY OF STARK :

Before me, a Notary Public in and for said County and State, personally appeared the above-named J. Terry Tolerton and William Tolerton who, being first duly sworn, stated that they are the President and Secretary respectively of Terry's Tire Town, Inc. and that the statements contained in the foregoing Amendment are true as they verily believe.

Witness my hand and seal at Alliance, Ohio on the date above stated.

DENNIS R. CURRY, Attorney at Law
 1469 West Main Street
 Alliance, Ohio 44601
 My Comm. Expires 12/93 RG

[Signature]
 Notary Public

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AMENDED ARTICLES OF INCORPORATION
OF
TERRY'S TIRE TOWN, INC.

ARTICLE I
NAME

The name of the Corporation shall be Terry's Tire Town, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The place in the State of Ohio where its principal office is to be located is in the City of Alliance, County of Stark, Ohio.

ARTICLE III

PURPOSES

The purpose or purposes for which the Corporation is formed are as follows:

(a) To buy, sell and consign and otherwise deal in automobile, truck and farm tires, shock absorbers, automobile parts and components thereof; and to engage in any other lawful business activity;

(b) To acquire majority-owned or wholly-owned subsidiaries and to continue the operation thereof;

(c) To draw, accept, endorse, acquire, sell or deal in negotiable or transferable instruments or securities, including but not limited to its own capital stock;

(d) To sue and be sued, contract and be contracted with, in its corporate name;

(e) To adopt, use and, at will, alter a common seal;

(f) To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible;

(g) To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures, and other operations and evidences of indebtedness,

EXHIBIT "B"

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payable at a specified time or times, or payable upon the happening of specified events, whether secured by mortgage pledge or otherwise, or unsecured;

(h) To purchase, acquire, guarantee, hold and dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign;

(i) To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firms, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all of the powers necessary or convenient in and about the conduct and management of said business;

(j) To carry on any or all of its operations and business, and to promote its objects within the State of Ohio, or elsewhere, without restriction as to place or amount;

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principal, agents, contractors, trustees or otherwise, alone or in company with others;

(l) To engage in business as a general or limited partner or joint adventurer with individuals, partnerships, or other corporations, and to do all other things necessary or proper to carry out or further any of the purposes for which the Corporation is formed.

(m) The foregoing clauses shall be construed both as purposes and powers, and it is expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict the purposes or powers of said Corporation in any manner. Each purpose specified in any paragraph of this Article III shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other paragraph hereof or the terms of any other articles of these Articles of Incorporation.

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding is 3000 shares of which 300 are voting common stock and 2700 are non-voting common stock, all of which shall be without par value.

ARTICLE V

No holder of shares of the Corporation shall have any preemptive rights to subscribe for or to purchase any shares of the Corporation of any class, whether such shares or such class be now or hereafter authorized.

ARTICLE VI

The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

ARTICLE VII

Whenever any action to be taken at a shareholders' meeting is by law required to have the assent or approval of the shareholders of any class or classes of shares thereof, such assent or approval may be given by the affirmative vote of the holders or consent of the holders of shares entitling them to exercise fifty-one percent (51%) of the voting power of the Corporation or of such class of shares thereof.

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ARTICLE VII
INTERDEALING

No officer, director or shareholder of the Corporation shall be disqualified by his office, membership or stock ownership from dealing or contracting with the Corporation, whether as vendor, purchaser, employee, agent or in any other similar or dissimilar capacity, nor shall any transaction, contract or act of the Corporation be either void or voidable or in any other way affected or invalidated by reason of the fact that any such officer, director or shareholder is in any way interested in such transaction, contract or act, provided the interest of such officer, director or shareholder is disclosed to or known by the Board of Directors of the Corporation or such members thereof as shall be present in any meeting at which action is taken upon any such transaction, contract or act. No such officer, director or shareholder shall be accountable or otherwise responsible to the Corporation for or in connection with any such act, contract or transaction, or for any gains or profits realized by him by reason of the fact that he, any firm of which he is a member or any other Corporation of which he is an officer, director or shareholder, is interested in any such transaction, contract or act. Any such officer, director or shareholder, if he is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action upon any such transaction, contract or act, and he may vote at any such meeting to

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authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, any firm of which he is a member or any other Corporation of which he is an officer, director or shareholder, were not interested in such transaction, contract or act.

ARTICLE IX

RESTRICTION TRANSFER

Any and all holder(s) of shares of the Corporation shall be employees and/or former employees of the Corporation.

ARTICLE X

CAPITAL

The amount of stated capital with which the Corporation will begin business shall be based upon the stated value as determined by the Board of Directors of the Corporation multiplied by the number of outstanding shares of the Corporation and which said stated capital shall not be less than One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE XI

SUPERCEDING CLAUSE

These amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto in their entirety.

- THIS LETTER MUST BE RETURNED WITH THE CORRECTED DOCUMENTS IN ORDER TO ENSURE PROPER CREDIT TO YOU.
Have any questions regarding this matter, please call (614) 466-1396