

M00849

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*merger*

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02 DEC 16 AM 11:17  
STATE  
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CORPORATIONS  
TALLAHASSEE, FLORIDA

20/9/02

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BUSH INDUSTRIAL TIRE CORPORATION, a Tennessee corporation not  
authorized to transact business in Florida

INTO

**SOLIDEAL INDUSTRIAL TIRE, INC.**, a Florida entity, M00849.

File date: December 16, 2002

Corporate Specialist: Annette Ramsey

**CT CORPORATION SYSTEM**

December 16, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5745590 SO  
Customer Reference 1: 39171-1  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Solideal Industrial Tire, Inc. (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

*If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.*

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLES OF MERGER  
OF  
BUSH INDUSTRIAL TIRE CORPORATION  
AND  
SOLIDEAL INDUSTRIAL TIRE, INC.**

FILED  
02 DEC 16 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

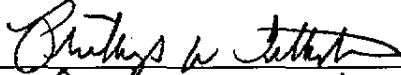
Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Bush Industrial Tire Corporation into Solideal Industrial Tire, Inc.
2. The merger of Bush Industrial Tire Corporation with and into Solideal Industrial Tire, Inc. is permitted by the laws of the jurisdiction of organization of Bush Industrial Tire Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Bush Industrial Tire Corporation was December 12, 2002.
3. As to Solideal Industrial Tire, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 12, 2002.
4. Shareholder approval was not required for the merger.
5. The effective time and date of the merger herein provided for in the State of Florida shall be upon the filing of these Articles of Merger.

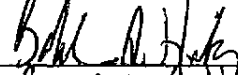
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These Articles of Merger were executed on December 12, 2002.

**BUSH INDUSTRIAL TIRE CORPORATION**

By:   
Name: Phillip W. Thornton  
Capacity: Director

**SOLIDEAL INDUSTRIAL TIRE, INC.**

By:   
Name: BALDWIN N. HUEY  
Capacity: DIRECTOR

## PLAN OF MERGER

- "1. Solideal Industrial Tire, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Bush Industrial Tire Corporation, which is a business corporation of the State of Tennessee, hereby merges Bush Industrial Tire Corporation into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of Tennessee and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Bush Industrial Tire Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Solideal Industrial Tire, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Bush Industrial Tire Corporation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Solideal Industrial Tire, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."