

Division of Corporations

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M00849

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

SOLIDEAL TIRE, INC.

Certificate of Status	0
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Corporate Filing

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Merge  
10-9-05

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Soligent Tire, Inc.</u>	<u>Florida</u>	<u>M00819</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Southern Industrial Tire of Central Florida, Inc.</u>	<u>Florida</u>	<u>K60048</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 1, 2005 and shareholder approval was not required.



Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 21, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Solidair Tire, Inc.		Baldwin Hickey, President
Eastern Industrial Tire of Central Florida, Inc.		Baldwin Hickey, President

**PLAN OF MERGER  
By and Between**

**SOLIDEAL TIRE, INC.**

**AND**

**SOUTHERN INDUSTRIAL TIRE OF CENTRAL FLORIDA, INC.**

1. Solideal Tire, Inc. ("Solideal"), which is a business corporation of the State of Florida, and Southern Industrial Tire of Central Florida, Inc. ("SITCF"), which is a business corporation of the State of Florida and a wholly-owned subsidiary of Solideal, do hereby merge SITCF into Solideal pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of SITCF shall cease effective as of the filing date of the Articles of Merger, and Solideal shall continue its existence as the surviving corporation each pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of SITCF 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 members of the Board of Directors and each officer of Solideal 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 described.