

MO0849

Document Number

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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DATE: 7 / 26

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*****70.00 *****70.00

Corporation(s) Name

Merger

Incorporated Under Exchange for

Merger's Subject Incorporation Transfer

- | | |
|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Nonprofit | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UBR |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3 | |

MERGER
 TALLAHASSEE, FLORIDA
 JUL 26 PM 3:34
 FILED
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

***Special Instructions**

- | | | |
|--|--------------------------------------|------------------------------|
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Parts/amends/mergers <input type="checkbox"/> Other-See Above | | |


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|---|---|------------------------------------|
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |
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RECEIVED
 00 JUL 26 AM 11:54
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Please Return Filed Stamped Copies To:

Jeffrey Butterfield

Thank You!


 7/26/00

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

INDUSTRIAL WHEEL EXCHANGE, INC., a Florida corporation V52599

INTO

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

File date: July 26, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
INDUSTRIAL WHEEL EXCHANGE, INC.
AND
SOLIDEAL INDUSTRIAL TIRE, INC.

FILED
00 JUL 26 PM 12:34
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, the Florida wholly owned subsidiary business corporation and the foreign wholly owned business corporations named below do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A, Exhibit B, Exhibit C, Exhibit D and Exhibit E and made a part hereof are the respective Plans of Merger for merging

- i. Industrial Wheel Exchange, Inc., a Florida corporation
- ii. Industrial Tire Service, Inc., a Georgia corporation
- iii. Southern Industrial Tire of Dalton, Inc., a Georgia corporation
- iv. Southern Industrial Tire of Greenville, SC, Inc., a South Carolina corporation, and
- v. Southern Industrial Tire of Virginia, Inc., a Virginia corporation

into Solideal Industrial Tire, Inc., as approved by the Board of Directors of Solideal Industrial Tire, Inc., the Florida parent corporation.

2. The mergers of Industrial Wheel Exchange, Inc., Industrial Tire Service, Inc., Southern Industrial Tire of Dalton, Inc., Southern Industrial Tire of Greenville, SC, Inc. and Southern Industrial Tire of Virginia, Inc. with and into Solideal Industrial Tire, Inc. are permitted by the laws of the jurisdiction of their organization and are in compliance with said laws.

3. The aforesaid Plans of Merger were adopted by the Board of Directors of Solideal Industrial Service, Inc. in accordance with the provisions of the Florida Business Corporation Act on July 19, 2000.

4. Shareholder approval was not required for the mergers.

5. The effective time and date of the merger herein provided for the State of Florida shall be at 11:59 p.m. on July 31, 2000.

Dated: July 26, 2000

SOLIDEAL INDUSTRIAL TIRE, INC.

By: 

Name: Jerome Horowitz

Title: Asst. Secy.

EXHIBIT A

PLAN OF MERGER

By and Between

SOLIDEAL INDUSTRIAL TIRE, INC.

And

INDUSTRIAL WHEEL EXCHANGE, INC.

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 Industrial Wheel Exchange, Inc., which is a business corporation of the State of Florida, hereby merges Industrial Wheel Exchange, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of Florida and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Industrial Wheel Exchange, Inc. 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 Industrial Wheel Exchange, Inc. 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.

5. The articles of incorporation of Solideal Industrial Tire, Inc. are not amended in any respect by this Plan of Merger.

EXHIBIT B

PLAN OF MERGER

By and Between

SOLIDEAL INDUSTRIAL TIRE, INC.

And

INDUSTRIAL TIRE SERVICE, INC.

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 Industrial Tire Service, Inc., which is a business corporation of the State of Florida, hereby merges Industrial Tire Service, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of Georgia and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Industrial Tire Service, Inc. 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 Industrial Tire Service, Inc. 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.

5. The articles of incorporation of Solideal Industrial Tire, Inc. are not amended in any respect by this Plan of Merger.

EXHIBIT C

**PLAN OF MERGER
By and Between
SOLIDEAL INDUSTRIAL TIRE, INC.**

**And
SOUTHERN INDUSTRIAL TIRE OF DALTON, INC.**

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 Southern Industrial Tire of Dalton, Inc., which is a business corporation of the State of Georgia, hereby merges Southern Industrial Tire of Dalton, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of Georgia and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Southern Industrial Tire of Dalton, Inc. 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 Southern Industrial Tire of Dalton, Inc. 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.

5. The articles of incorporation of Solideal Industrial Tire, Inc. are not amended in any respect by this Plan of Merger.

EXHIBIT D

PLAN OF MERGER

By and Between

SOLIDEAL INDUSTRIAL TIRE, INC.

And

SOUTHERN INDUSTRIAL TIRE OF GREENVILLE, SC, INC.

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 Southern Industrial Tire of Greenville, SC, Inc., which is a business corporation of the State of South Carolina, hereby merges Southern Industrial Tire of Greenville, SC, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of South Carolina and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Southern Industrial Tire of Greenville, SC, Inc. 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 Southern Industrial Tire of Greenville, SC, Inc. 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.

5. The articles of incorporation of Solideal Industrial Tire, Inc. are not amended in any respect by this Plan of Merger.

EXHIBIT E

PLAN OF MERGER

By and Between

SOLIDEAL INDUSTRIAL TIRE, INC.

And

SOUTHERN INDUSTRIAL TIRE OF VIRGINIA, INC.

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 Southern Industrial Tire of Virginia, Inc., which is a business corporation of the State of Virginia, hereby merges Southern Industrial Tire of Virginia, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the laws of the State of Virginia and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Southern Industrial Tire of Virginia, Inc. 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 Southern Industrial Tire of Virginia, Inc. 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.

5. The articles of incorporation of Solideal Industrial Tire, Inc. are not amended in any respect by this Plan of Merger.