

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN SAFETY TREAD CO., INC.**


20091230000475740 1/2 \$15.00
Shelby Cnty Judge of Probate, AL
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Pursuant to the provisions of Section 10-2B-10.06 of the Code of Alabama, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is AMERICAN SAFETY TREAD CO., INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on the 29th day of December, 2009, in the manner prescribed by the Alabama Business Corporation Act:

Paragraph Fourth is hereby amended by deleting said paragraph Fourth in its entirety and substituting the following new paragraph Fourth in lieu thereof:

Fourth: The aggregate number of shares which the Corporation shall have authority to issue is two thousand (2000) shares of common stock, par value of One dollar (\$1.00) per share, consisting of one thousand (1000) shares of Class A Voting Shares and one thousand (1000) shares of Class B Non-Voting Shares.

The preferences, limitations and rights of the shares of the Corporation are as follows:

- (i) Each Class A Voting Share of stock shall be entitled to one (1) vote in the election or removal of each director to be elected or removed; and the vote of a majority of the outstanding Class A Voting Shares shall be required for the election or removal of each director. Any vacancy on the Board of Directors shall be filled by the vote of a majority of the holders of the outstanding Class A Voting Shares. Except as otherwise provided herein with respect to the election of directors, each Class A Voting Share shall have one (1) vote, and the holders of any such Class A Voting Share shall not be entitled to exercise cumulative voting.
- (ii) Each Class B Non-Voting Share of stock shall be identical in all respects to the Class A Voting Shares, including, without limitation, identical rights to dividends and liquidation proceeds, except that said Class B shares shall be non-voting. Each Class B Non-Voting Shareholder shall be entitled to notice of any meeting of stockholders though they are not entitled to vote at such meeting, nor shall their attendance be required, nor shall such Class B Non-Voting Shareholder be counted in determining the presence of a quorum.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 1000 shares of common stock and the number of shares entitled to vote thereon was 1000.

FOURTH: The number of shares voted for such amendment was 1000; and the number of shares voted against such amendment was 0.

DATED this the 29th day of December, 2009.

American Safety Tread Co., Inc.

By: J. Robert Gardner
J. Robert Gardner
Its President

This instrument prepared by:
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