

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MONRO MUFFLER BRAKE, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Monro Muffler Brake, Inc. (the "Corporation"), pursuant to Section 805 of the Business Corporation Law of the State of New York (the "BCL"), do hereby certify as follows:

FIRST: The name of the Corporation is Monro Muffler Brake, Inc. The name under which the Corporation was formed was Midas Service Corporation, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on October 5, 1959.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended as follows:

1. Section 4 thereof relating to capital stock of the Corporation is amended by deleting the first paragraph and the first five lines of the second paragraph thereof, and in their place substituting the following:

“The aggregate number of shares which the Corporation shall have the authority to issue is 19,900,000 shares, consisting of:

- (1) 15,000,000 shares of Common Stock, \$.01 par value per share (the “Common Stock”);
- (2) 150,000 shares of Class C Convertible Preferred Stock, \$1.50 par value per share (the “Class C Preferred Stock”); and
- (3) 4,750,000 shares of serial preferred stock \$.01 par value per share (the “Serial Preferred Stock”).

The relative rights, preferences and limitations of the Common Stock, the Class C Preferred Stock (the “Preferred Stock”) and the Serial Preferred Stock are as follows:

2. Section 4 thereof is further amended by deleting subsections (b) (“Class A Senior Cumulative Preferred Stock”) and (c) (“Class B Junior Cumulative Preferred Stock”) thereof in their entirety.

FOURTH: Pursuant to Section 515(a) of the BCL, this Certificate of Amendment of the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Corporation, have executed this certificate and affirmed that the statements made herein are true under the penalties of perjury as of this 30th day of October, 1991.

/s/ Jack W. Gallagher
Jack W. Gallagher
PRESIDENT

/s/ Robert W. August
Robert W. August
SECRETARY