



ARTICLES OF INCORPORATION (General Business)

FILED
Nov 19 8 56 AM '99
SECRETARY OF STATE

To the Secretary of State of the State of Idaho
The undersigned, in order to form a Corporation under the
provisions of Title 30, Chapter 1, Idaho Code, submits
the following articles of incorporation:

Article 1: The name of the corporation shall be: PHIL'S AUTO REPAIR INC

Article 2: The number of shares the corporation is authorized to issue is: 5,000, \$1.00 par value

Article 3: The street address of the registered office is: 11056 Hwy 20/26, Caldwell, ID 83605
and the registered agent at such address is: Philip H Andre

Article 4: The name and address of the incorporator are: Philip H Andre, 11056 Hwy 20/26
Caldwell, ID 83605

Article 5: The mailing address of the corporation shall be: 3704 Arthur, Caldwell, ID 83605

Optional articles:

Article 6: The purpose and objects for which the corporation is formed
are:
To carry on the business of auto & truck repairs and related
services together with the transaction of any and/or all lawful
business, for which corporations may be incorporated under the
Idaho Business Corporations Act.

Article 7: The corporation is to have perpetual existence.

Article 8 The private property of the stockholders of the corporation
shall not be subject to the payment of the corporate debts to any
extent whatever, and the shares of the corporation shall not be
subject to assessments for the purpose of paying expenses,
conduction business, or paying debts of the corporation.

Customer Acct #:
(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

11/19/1999 09:00
CK: 18553 CT: 123158 BN: 267567

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 131215

Signature of an incorporator:

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Article 9: The number of directors of the corporation shall be specified in the By-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be one (1) in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the case of an increase in the number of directors, the additional directors may be elected by a majority of the remaining directors even though less than the quorum of the new Board of directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

Article 10: The name and address of the member of the first Board of Directors of the Corporation is:

Philip H Andre 11056 Hwy 20/26 Caldwell, Id 83605

Such person shall hold office until the first annual meeting of the shareholders, and until his successor has been elected and qualified.

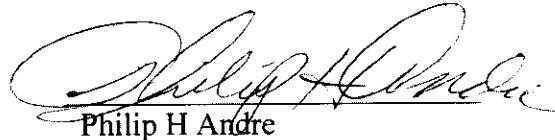
Article 11: Stockholders of the corporation shall have preemptive and preferential right of subscriptions to any shares of stock of the corporation, whether now or hereafter authorized. Any stock issued by the corporation shall first be offered to the stockholders of the corporation.

Article 12: A voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation.

Article 13: No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction for the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority hereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such director or officer of such other corporation or not so interested.

Article 14: The Board of Directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide

IN WITNESS WHEREOF, I have hereunto set my hand on this 18 day of November, 1999.


Philip H Andre