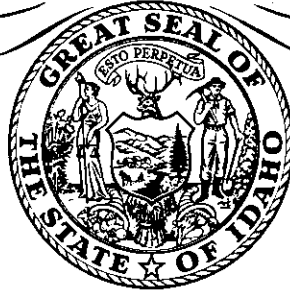


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

THOMPSON MOTOR COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **14th** day of **January** 19 **65**, original articles of amendment, as provided by Sections 30-146 & 30-147, Idaho Code, Amendment changing corporate name to: ROYAL LINCOLN-MERCURY, INC.

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~ESSE-FE~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **January**, A. D., 19 **65**.

Secretary of State

SECOND AMENDMENT
to the
ARTICLES OF INCORPORATION
of
THOMPSON MOTOR COMPANY

A meeting of the shareholders of Thompson Motor Company, a corporation organized under the laws of the State of Idaho, was held in Boise, Idaho, on the 4th day of January, 1965, at the hour of 10:00 o'clock A.M., pursuant to Call and Waiver of Notice of said meeting signed by the owners and holders of all of the capital stock of said corporation.

That at said meeting, all of the issued shares of capital stock of said corporation were represented in person by the owners and holders thereof; that at said meeting, the shareholders of said corporation, by unanimous affirmative vote, amended the Articles of Incorporation of said corporation by changing the name of the corporation to: "Royal Lincoln-Mercury, Inc.", and accordingly, Article I of those Articles of Incorporation was amended to read as follows:

"1.

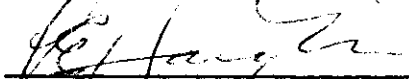
"The name of this corporation shall be:

ROYAL LINCOLN-MERCURY, INC.".

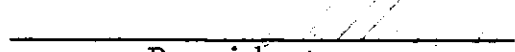
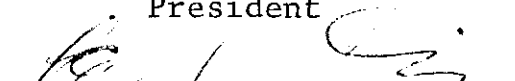
IN WITNESS WHEREOF, Pursuant to due authorization by resolution of the shareholders of said corporation, these presents are signed by its President and its Secretary and its corporate seal is hereunto affixed and attested by its Secretary this 4th day of January, 1965.

(seal)

ATTEST:


Secretary

THOMPSON MOTOR COMPANY

By 
President
By 
Secretary

CERTIFICATE

STATE OF IDAHO)
) ss.
County of ADA)

I HEREBY CERTIFY That on the 4th day of January, 1965, before me David A. Alspaugh, a Notary Public in and for said State, personally appeared D. J. SIMPLOT, Known to me to be the President of THOMPSON MOTOR COMPANY, a corporation, and L. E. HAIGHT, known to me to be the Secretary of THOMPSON MOTOR COMPANY, a corporation; and each upon oath in due form of law, stated that they were the presiding officer and Secretary respectively of the meeting of the shareholders of Thompson Motor Company, at which the Second Amendment to the Articles of Incorporation of said corporation as set forth in the foregoing Articles of Amendment, was adopted and that the matters and facts as set forth in said Articles of Amendment are true and correct to the best of their knowledge, information and belief.

WITNESS My hand and notarial seal this 4th day of January, 1965.

(seal)

David A. Alspaugh
Notary Public for Idaho
Residence: Boise, Idaho
Commission expires: