



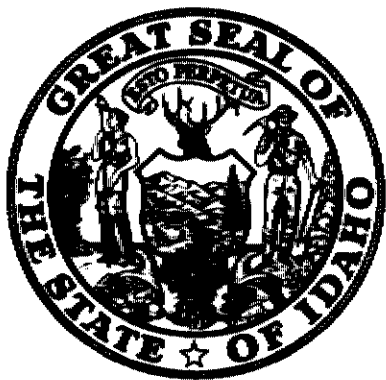
**CERTIFICATE OF INCORPORATION
OF**

M & T TIRE CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *January 20, 1988*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION 20 11 51 AM '00

OF SECRETARY OF STATE

M & T TIRE CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the Corporation is M & T Tire Co., Inc.

II.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To own and operate a business or businesses involved in the repair, sale and installation of tires, automobile and truck parts and accessories, and in the sale of products and performing of services relating thereto.

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is 25,000 shares of \$1.00 par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2).

The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Michael Zehner	4632 Castlebar Drive Boise, Idaho 83703
Tammy G. Zehner	4632 Castlebar Drive Boise, Idaho 83703

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VII.

The Corporation shall have the authority in accordance with Idaho State law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense). Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of, any such actions, suits or proceedings brought against any such director, officer or person. Wherever in this section a director or officer is referred to, such reference shall include his executors and administrators.

VIII.

Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

X.

The names and places of residence of the incorporators are as follows:

Michael Zehner
4632 Castlebar Drive
Boise, Idaho 83703

Tammy G. Zehner
4632 Castlebar Drive
Boise, Idaho 83703

XI.

The registered office of this Corporation in the State of Idaho shall be 4602 West State Street, Boise, Idaho, 83703, or such other place within the County of Ada, as the Board of Directors may hereafter determine. The name of the registered agent at such address is Michael Zehner.

DATED this 20th day of January, 1988.

Michael Zehner
Michael Zehner

Tammy G. Zehner
Tammy G. Zehner

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL ZEHNER and TAMMY G. ZEHNER, husband and wife, known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 11/1/93