

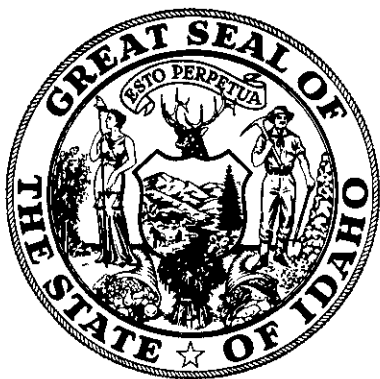
CERTIFICATE OF INCORPORATION
OF

EUR-ASIAN MOTORS, 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: May 30, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

REC'D
SEC. OF STATE
EUR-ASIAN MOTORS, INC.

86 MAY 30 1980
The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation.

ARTICLE I

NAME

1.1 Name. The Corporation is EUR-ASIAN MOTORS, INC.

ARTICLE II

EXISTENCE

2.1 Existence. The existence of the Corporation shall be perpetual.

ARTICLE III

3.1 Purpose. Purpose for which the Corporation is organized is to transact all lawful business which Corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

SHARES

4.1 Authorized Shares. The total authorized stock is 300,000 shares of common stock par value of .01 per share.

ARTICLE V

DIRECTORS

5.1 Directors. The initial Board shall consist of two Directors the names and addresses of the persons who shall serve as Directors until first annual meeting of Stockholders or until their successors be elected and qualified are:

Rudy Quallio
30 South Latah
Boise, Idaho 83705

Don Christensen
30 South Latah
Boise, Idaho 83705

5.2 Number of Directors. The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in a matter provided in the By-Laws except as to the number constituting the initial Board of Directors which number has been fixed by these Articles of

Incorporation. The numbers of Directors may be increased or decreased from time to time by amendment to, or in a matter provided in these Articles of Incorporation or the By-Laws, but no decrease in number shall have the effect of shortening the term of any incumbent Director. In the absence of the By-Laws providing for number of Directors the number shall be the same as provided for in these Articles of Incorporation.

ARTICLE VI

SHAREHOLDERS

6.1 a) Quorum. A Majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Stockholders.

b) If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders, unless the vote subject matter shall be the act of the Stockholders, unless the vote of a greater number or voting by classes is required by the By-Laws.

6.2 Shares Entitled To Vote. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to vote at the meeting of the Stockholders, except as otherwise provided herein. If these Articles of Incorporation provide for more or less than one vote for any share, on any matter, every reference in these Articles to a majority or other proportion of shares shall refer to such a majority or other proportion of votes entitled to be cast.

Neither Treasury shares nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other Corporation is held by this Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any time.

6.3 As to the election of the Board of Directors the Stockholders shall have the following right: Such Stockholder may vote the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote or to cumulate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

ARTICLE VII

AMENDMENT OF THE ARTICLE OF INCORPORATION

7.1 Amendment. The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual or special meeting of the Stockholders, either upon consideration of a resolution for amendment adopted by the Board of Directors

or upon consideration of a resolution adopted by the holders of not less than 10 percent of all shares entitled to vote at such meeting.,

ARTICLE VIII

BY-LAWS

8.1 Initial By-Laws. The initial By-Laws by the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the laws of the State of Idaho or the Articles of Incorporation.

ARTICLE IX

PREEMPTIVE RIGHTS

9.1 Preemptive Right. Except to the extent limited or denied by the section of the Articles of Incorporation Stockholders shall have the preemptive right to acquire unissued Treasury shares and securities convertible into such shares or carrying a right to subscribe to acquired shares.

Unless otherwise provided in the Articles of Incorporation,

(a) No preemptive right shall exist

(1) to acquire any shares issued to Directors, Officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of Stockholders; or

(2) to acquire any shares sold otherwise than for cash.

(b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.

(c) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.

(d) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

ARTICLE X

REGISTERED OFFICE

10.1 The address of the initial registered office is:

Eur-asian Motors, Inc.
30 South Latah
Boise, Idaho 83705

10.2 The mailing address of the initial registered office is:

Eur-asian Motors, Inc.
30 South Latah
Boise, Idaho 83705

The name of the initial resident agent at the registered office is Don Christensen.

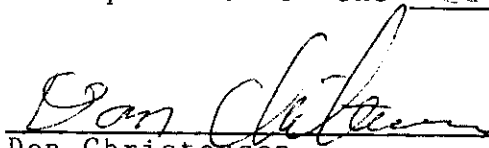
ARTICLE XI

INCORPORATORS


11.1 The name and address of the Incorporators are as follows:

Rudy Quallio and Don Christensen
30 South Latah
Boise, Idaho 83705

In Witness whereof the undersigned, the Incorporators, of the above named Corporation has hereunto signed these Articles of Incorporation of the 22nd day of May, 1986.



Don Christensen
30 South Latah
Boise, Idaho 83705



Rudy Quallio
30 South Latah
Boise, Idaho 83705