

State of Idaho

Department of State

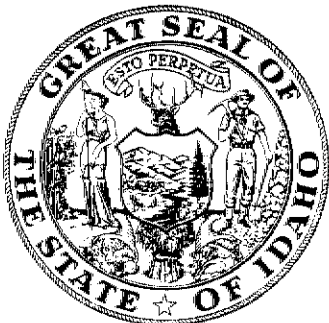
CERTIFICATE OF AUTHORITY OF

YOUNG AUTOMOTIVE GROUP, INC.
File number C 114304

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of YOUNG AUTOMOTIVE GROUP, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to YOUNG AUTOMOTIVE GROUP, INC. to transact business in this State under the name YOUNG AUTOMOTIVE GROUP, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 26, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Siebel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Young Automotive Group, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Utah
4. Its date of incorporation is 1/4/93 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
645 North Main, P.O. Box 684, Layton, Utah 84041
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 497 North Captial Avenue, Suite 200, Idaho Falls, ID 83405 and its registered agent in Idaho at that address is Travis L. Bowen, P.C.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To purchase and sell vehicles and perform other related services.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Spencer W. Young</u>	<u>President</u>	<u>645 North Main, Layton, UT 84041</u>
<u>Seldon Young</u>	<u>Vice-President</u>	<u>645 North Main, Layton, UT 84041</u>
<u>Roger Young</u>	<u>Secretar/Treasurer</u>	<u>645 North Main, Layton, UT 84041</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: March 1, 1996

YOUNG AUTOMOTIVE GROUP, INC.
(Corporation name)

By [Signature]
Its President, Vice President, Secretary or Assistant Secretary
Spencer W. Young (please specify)

IDAHO SECRETARY OF STATE
Secretary of State use only 03/25/1996 0900 4543

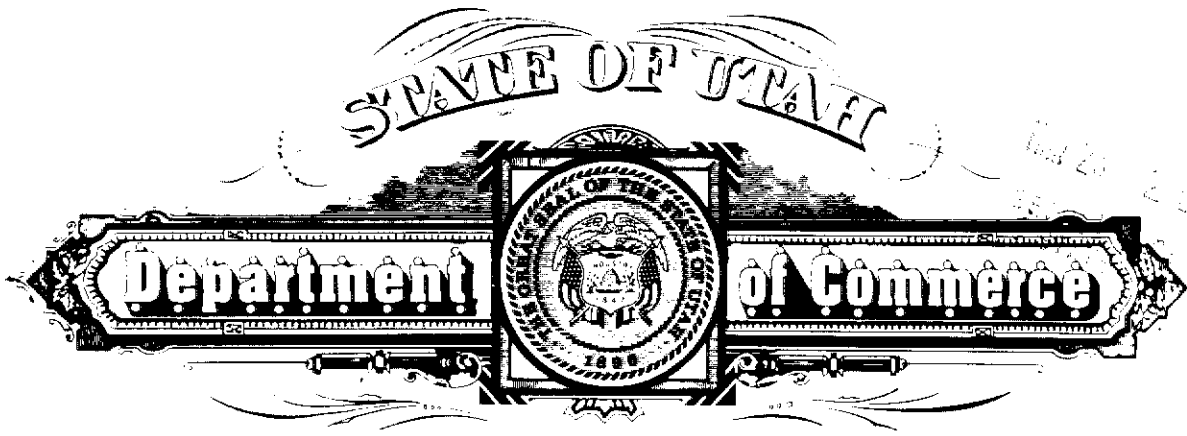
2

EX #: 10297 CUST# 63082

AUTH PRO

1@ 100.00= 100.00

: C



CERTIFICATION OF GOOD STANDING

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

YOUNG AUTOMOTIVE GROUP, INC.

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah law has been filed, and that Articles of Dissolution have not been filed. A Certificate of Incorporation was issued from this office on *January 4, 1993* and said corporation is in good standing, as appears of record in the offices of the Division.

This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 167430*



Dated this 11th day
of March, 19 96.

Korla S. Woods

Korla T. Woods
Director, Division of
Corporations and Commercial Code