

ARTICLES OF INCORPORATION
OF

97 JUL 24 AM 9:05

SECRETARY OF STATE
STATE OF IDAHO

Tri County Tire Co., Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Tri County Tire Co., Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100 (one hundred) Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

07/24/1997 09:00
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:
1695 West Hayden Avenue, Hayden, ID 83835

The name of the corporation's initial registered agent at such address is: Darcy Johnson, agent for Tri County Tire Co., Inc.

EIGHTH

The number of directors constituting the initial Board of Directors is: two (2)

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Arthur Carr

ADDRESS 1695 West Hayden Avenue, Hayden, ID 83835

NAME Marcelline Carr

ADDRESS 1695 West Hayden Avenue, Hayden, ID 83835

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME ARTHUR CARR

ADDRESS 1695 W. Hayden Avenue, Hayden, ID 83835

NAME Marcelline Carr

ADDRESS 1695 W. Hayden Avenue, Hayden, ID 83835

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 21 day of July, 1997.

Arthur Carr
Incorporator

Marcelline Carr
Incorporator

Incorporator

Incorporator

STATE OF IDAHO

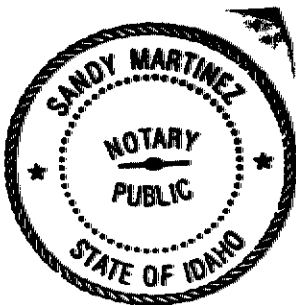
County of Kootenai) ss.

On this 21st day of July, 1997,
before me, the undersigned, a Notary Public in and for said state,
personally appeared

Arthur Carr
Marcelline Carr

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

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



Sandy Martinez
Notary Public for the State of Idaho
Residing at: Post Falls
My commission expires: Life