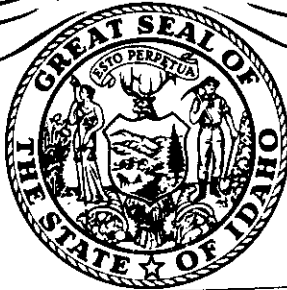


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

ELLSWORTH DODGE, INC.

was filed in the office of the Secretary of State on the nineteenth day of January A.D., One Thousand Nine Hundred seventy-seven and will be microfilmed ~~and recorded~~ on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

Pocatello in the County of Bannock

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 19th day of January, A.D., 19 77 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

ELLSWORTH DODGE, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and are citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I

That the name of this corporation shall be

ELLSWORTH DODGE, INC.

II

That the purposes for which this corporation is formed are:

1. To own, buy, sell, lease, operate and manage garages and filling stations for motor vehicles; to manufacture, buy, sell, rent, store, repair and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools and equipment and all other personal property of every kind and description; to make loans secured by motor vehicles, their parts, appurtenances, supplies, accessories, and to deal in such securities; to own, operate and manage parking places for motor vehicles; to buy, sell, and deal in gasoline, lubricating oil, fuel oil, greases and any and all kinds of petroleum products.
2. For the purpose of securing all or any of its contracts, obligations or liabilities, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time owned or held by this corporation.

3. To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.
4. To act as agent, factor, or consignee for any person, firm or corporation, and to carry out all or any of the objects and purposes herein specified, as principal, factor, agent, contractor, consignee or otherwise.
5. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interests of the corporation or to enhance the valuation of its property.

The statements contained in the several subdivisions shown as 1 to 5 of this paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be 422 East Clark, Pocatello, County of Bannock, State of Idaho.

V

The total authorized capital stock of said corporation shall be FIFTY THOUSAND and NO/100 (\$50,000.00) DOLLARS, divided into Five Hundred (500) shares of the par value of ONE HUNDRED and NO/100 (\$100.00) DOLLARS, and all of said stock shall be common stock.

VI

The first Board of Directors shall consist of three members, but during their term of office or thereafter the number of Directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of Directors constituting a Board shall not be less than three nor more than nine.

VII

The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting or at any special meeting called for such purpose.

VIII

The annual stockholders' meeting shall be held on the first Monday of January of each year. Special stockholders' meetings may be held in the manner set out in the By-Laws of the corporation and as provided by law. All annual and special stockholders' meetings may be held at the principal or branch office of the corporation in Idaho and may be postponed to a time and place set by majority action of the stock present, whether it constitutes a majority of outstanding stock or not,


but not in a manner inconsistent with law.


IX

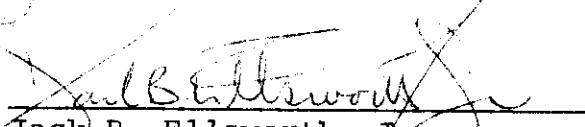
The following are the names and post office addresses of the incorporators, together with the number and kind of shares which are subscribed by each:

NAME	POST OFFICE ADDRESSES	NO. SHARES
Frank B. Ellsworth, Jr.	185 N. Morningside Idaho Falls, ID 83401	One
Jack B. Ellsworth, Sr.	695 11th Idaho Falls, ID 83401	One
Jack B. Ellsworth, Jr.	321 Homestead Lane Idaho Falls, ID 83401	One

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of January, 1977.

 (SEAL)
Frank B. Ellsworth, Jr.

 (SEAL)
Jack B. Ellsworth, Sr.

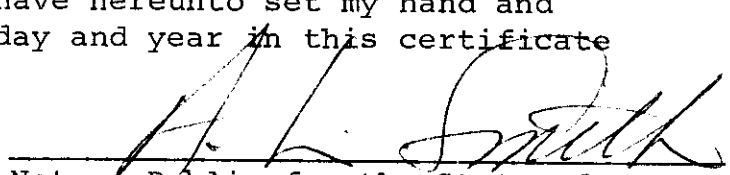
 (SEAL)
Jack B. Ellsworth, Jr.

STATE OF IDAHO)
: ss.
County of Bonneville)

On this 17th day of January, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared FRANK B. ELLSWORTH, JR., JACK B. ELLSWORTH, SR., and JACK B. ELLSWORTH, JR., known to me to be the persons whose names are subscribed to the within ARTICLES OF INCORPORATION, 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.

(SEAL)


Notary Public for the State of
Idaho, residing at Idaho Falls therein.