

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

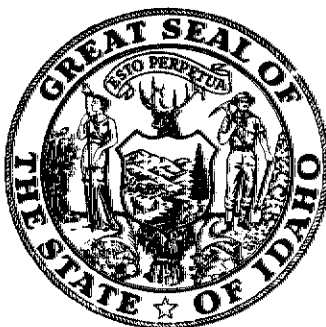
CARZ GROUP INC.

File number C 119393

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 6, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Bednes*

ARTICLES OF INCORPORATION OF  
CARZ GROUP INC.

97 MAY 25 06/1997  
SECRETARY OF STATE  
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STATE OF IDAHO  
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural citizens of the United States and of full age and majority, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

The name of the corporation shall be CARZ GROUP INC.

ARTICLE II.

The purposes and objects for which this corporation is formed are:

1. To generally engage in, do and perform any enterprise, act or vocation permitted or authorized pursuant to the provisions of the Idaho Business Corporation Act and amendments thereto.

ARTICLE III.

This corporation shall have a perpetual existence.

ARTICLE IV.

The total number of shares which the corporation is authorized to issue is One hundred thousand (100,000). The par value of each share is Zero (-0-).

ARTICLE V.

There are no provisions granting or denying preemptive rights.

ARTICLE VI.

The address of the initial registered office of the corporation is: 307 Clear Lake Lane, Buhl, Idaho, 83316 and the name of its initial registered agent at such address is: David Brush.

The mailing address of the registered office and the registered agent at such address is: 307 Clear Lake Lane, Buhl, Idaho, 83316.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual

meeting of shareholders, or until their successors are elected and shall qualify are:

David Brush  
307 Clear Lake Lane  
Buhl, Idaho 83316

Wade Allred  
~~1708~~ ~~1735~~ Targhee ~~Street~~ Drive  
Twin Falls, Idaho 83301

Provided, however, that any greater or fewer number of directors may be provided for by the By-Laws of said corporation.

ARTICLE VIII.

The name and address of each incorporator is:

David Brush  
307 Clear Lake Lane  
Buhl, Idaho 83316

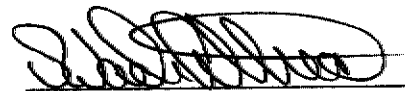
Wade Allred  
~~1708~~ ~~1735~~ Targhee ~~Street~~ Drive  
Twin Falls, Idaho 83301

ARTICLE IX.

The board of directors are especially authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to law or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 1  
day of MAY, 1997.

  
David Brush


  
Wade Allred

ACKNOWLEDGMENT

STATE OF IDAHO                    )  
  ) ss.  
County of                            )

On this 1<sup>st</sup> day of May, 1997, before me, the undersigned a Notary Public in and for said State, personally appeared DAVID BRUSH, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Buhl  
Commission Expires: 10/12/2000

ACKNOWLEDGMENT

STATE OF IDAHO

)  
) ss.  
)

County of

On this 1 day of May, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared WADE ALLRED, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

Marilyn J. Brush  
NOTARY PUBLIC FOR IDAHO  
Residing at: Buhl  
Commission Expires: 10/12/2000