

CERTIFICATE OF INCORPORATION
OF

POWERLINE, INC.

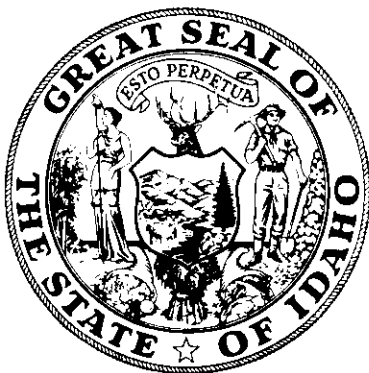
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

POWERLINE, INC.

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 3, 1984



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
POWERLINE, INC.

WE, the undersigned, being natural persons of full age, and citizens of the United States of America, having this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be POWERLINE, INC.

ARTICLE II

PURPOSES

The purposes of the corporation are:

(1) To buy, sell, lease, receive, invest in and in any other way acquire, import, lease, maintain, own or hold for investment or otherwise use real property and personal property and with property of every kind and character, tangible or intangible.

(2) To design, develop, invest, repair, alter, assemble, construct, operate, manufacture and all other ways within and with property of every kind and character.

(3) To hire and employ agents, servants and

employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any persons, firm, association or corporation, and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts, arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever, that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interests of this Corporation and to do all things and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(7) The specific purpose of this corporation is to manufacture, remanufacture, wholesale and retail sales of automotive parts and accessories and sales and service of automotive electrical parts.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no ways limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purpose, but the purposes and powers stated shall be construed liberally as each object expresses, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

DURATION

The duration of this corporation is perpetual.

ARTICLE IV

LOCATION AND REGISTERED AGENT

The location and post office address of the registered officer of the corporation in the State of Idaho, and the registered agent is: Lloyd Sauberan, 1916 Sherman Ave., Coeur d'Alene, Idaho, 83814.

ARTICLE V

STOCK

The total authorized number of par value shares of stock is not more than 100,000. The aggregate par value of the total authorized number of par value shares is ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS. The total authorized number of shares without par value is none.

The stock of the corporation is divided in 100,000 shares of common stock, at a par value of ONE (\$1.00) DOLLAR per share. The shares of stock of the corporation shall not be subject to assessment. There shall be only one class of shares each of which shall have equal voting power.

ARTICLE VI

INCORPORATORS AND DIRECTORS

The names and post office address of each of the incorporators and board of directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lloyd Sauberan	1916 Sherman Avenue Coeur d'Alene, Idaho 83814	30,000
Lois Sauberan	1916 Sherman Avenue Coeur d'Alene, Idaho 83814	30,000

The names and post office address of each incorporator and of the initial directors named by the organizers and corporators are to serve until the first election of directors.

We, the undersigned, being the original incorporators for the purpose of forming a corporation which is for profit to do business within and without the State of Idaho, and in

pursuance of the Laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and we agree to become members of such corporation and accordingly have hereunto set our hands and seals this 10th day of April, 1984.

Lloyd Sauberan
LLOYD SAUBERAN

1916 Sherman Avenue
Coeur d'Alene, Idaho 83814

Lois Sauberan
LOIS SAUBERAN

1916 Sherman Avenue
Coeur d'Alene, Idaho 83814

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 10th day of April, 1984, personally appeared before me, a Notary Public in and for said State, LLOYD SAUBERAN and LOIS SAUBERAN, known to me to be the persons whose names are subscribed to the within instrument and they acknowledged to me that they have executed the same.

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

Barbara Rothwell Douglas
Notary Public for Idaho
Residing at Hayden Lake
Commission Expires: Life