



Department of State.

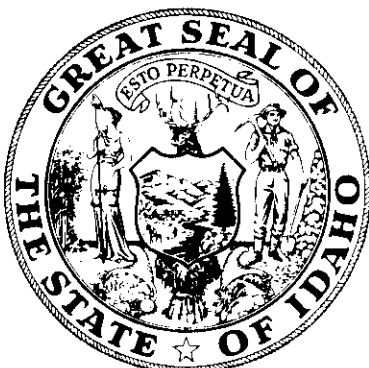
**CERTIFICATE OF AUTHORITY
OF**

BEAR AUTOMOTIVE - INTERMOUNTAIN, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BEAR AUTOMOTIVE - INTERMOUNTAIN, 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 BEAR AUTOMOTIVE - INTERMOUNTAIN, INC. to transact business in this State under the name BEAR AUTOMOTIVE - INTERMOUNTAIN, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 31, 1936



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BEAR AUTOMOTIVE - INTERMOUNTAIN, INC

2. The name which it shall use in Idaho is BEAR AUTOMOTIVE - INTERMOUNTAIN, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is April 26, 1985 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o C T CORPORATION SYSTEM
1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

P.O. Box 25397, Milwaukee, WI 53225-0397

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

_____, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity for which corporations
may be organized under the laws of Idaho.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. W. H. Bailey</u>	<u>Pres. & Dir.</u>	<u>12121 W. Feerick Pl., Milwaukee, WI 53222</u>
<u>John J. Gaskell</u>	<u>Secy. & Dir.</u>	<u>12121 W. Feerick Pl., Milwaukee, WI 53222</u>
<u>J. D. Henkhaus</u>	<u>Treasurer</u>	<u>12121 W. Feerick Pl., Milwaukee, WI 53222</u>
<u>John J. Fons</u>	<u>Asst. Secy.</u>	<u>12121 W. Feerick Pl., Milwaukee, WI 53222</u>
<u>John F. Stolle</u>	<u>Director</u>	<u>12121 W. Feerick Pl., Milwaukee, WI 53222</u>

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3/13/86

BEAR AUTOMOTIVE-INTERMOUNTAIN, INC.

(Corporation Name)

By 
R. W. H. Bailey Its President/Vice President (please specify)

and 
John J. Foss Its Secretary/Assistant Secretary (please specify)

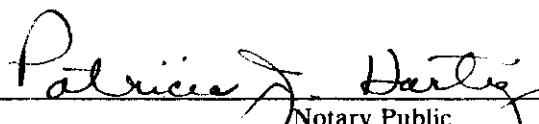
STATE OF WISCONSIN)

COUNTY OF MILWAUKEE)

) ss:

I, Patricia J. Hartig, a notary public, do hereby certify that on
this 13th day of March, 19 86, personally appeared before
me R. W. H. Bailey, who being by me first duly sworn, declared that (s)he
is the President of BEAR AUTOMOTIVE-INTERMOUNTAIN, INC.

that (s)he signed the foregoing document as President of the corporation and that
the statements therein contained are true.


Notary Public
My commission expires 11/30/86



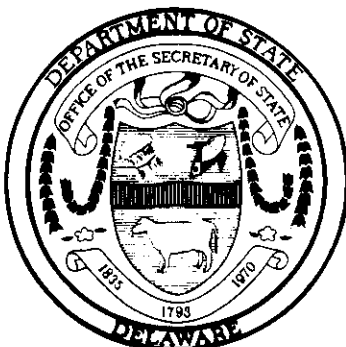
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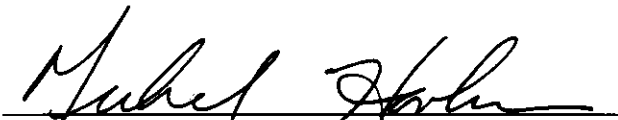
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY BEAR AUTOMOTIVE - INTERMOUNTAIN, INC.
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS
THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10770431

DATE: 03/25/1986