

FILED
ARTICLES OF INCORPORATION 99 OCT 20 AM 10:12

OF

STATE OF IDAHO

41 MOTORS, INC.

The undersigned desires to form a corporation in accordance with Chapter 1 of Title 30 of the Idaho Code and does hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation is 41 MOTORS, INC.

ARTICLE II - Duration

The corporation is to have perpetual existence.

ARTICLE III - Purpose

The corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under Idaho law and the Idaho Business Corporation Act.

ARTICLE IV - Registered Office and Agent

The location and address of the initial registered office of the corporation is, and the name of the registered agent at that address is:

Keith D. Brown
2160 Forest Glen Blvd.
Post Falls, ID 83854

ARTICLE V - Authorized Capital Stock

This corporation is authorized to issue a total of one thousand (1,000) shares of single class of common stock with no par value.

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ARTICLE VI - No Preemptive Rights

Shareholders of the corporation shall have no preemptive rights to acquire additional shares issued by the corporation.

ARTICLE VII - Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII - Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

ARTICLE X - Initial Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than nine (9) directors. The number of directors shall be fixed from time to time by

action of the shareholders of the corporation. Initially, there shall be one (1) director. The name and address of the initial director is as follows:

Gary Dilley
6204 E. 6th, Apt. #C-4
Spokane, WA 99212

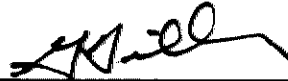
This initial director shall serve until the first annual meeting of shareholders or until the election and qualification of his successor.

ARTICLE XI - Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Gary Dilley	6204 E. 6th, Apt. #C-4 Spokane, WA 99212	1000

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 1999.



Gary Dilley
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, KEITH D. BROWN, hereby consent to serve as registered agent, in the state of Idaho, for the following corporation: 41 MOTORS, INC. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.



Keith D. Brown
2160 Forest Glen Blvd.
Post Falls, ID 83854

STATE OF WASHINGTON)

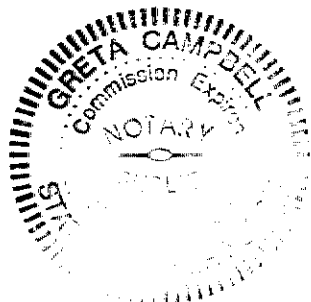
County of Spokane

: ss.

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On this 19th day of October, 1999, the undersigned, a Notary Public in and for said State, personally appeared KEITH D. BROWN known to me to be the person whose name is subscribed to the 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 the day and year in this certificate first above written.



Greta Campbell
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane
Print Name: *Greta Campbell*
My Commission expires: *3-5-2000*

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