



CERTIFICATE OF INCORPORATION
OF

BENNETT PRODUCTIONS, INC.

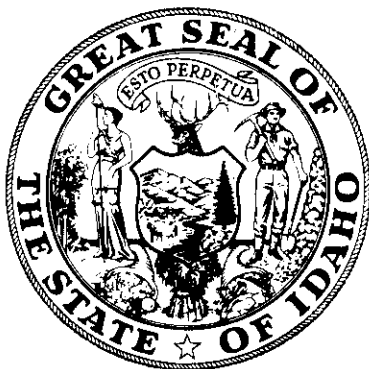
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BENNETT PRODUCTIONS, 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: **September 19, 1983**



SECRETARY OF STATE

by: _____

31 6 11 1983

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ARTICLES OF INCORPORATION

OF

BENNETT PRODUCTIONS, INC.

We, The undersigned, being natural persons of full age and citizens of the United States, hereby incorporate ourselves under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is BENNETT PRODUCTIONS, INC., and such corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

The purpose of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES.

1. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing all types of new, used, or antique automobiles, trucks and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

2. To carry on a general automobile sales business; to sell and distribute automobiles and automobile parts and accessories; to maintain a service and repair department for automobiles; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

3. To carry on and conduct in all its branches and departments, as principal or agent, the business of retail or wholesale merchants of furniture, fixtures and household

1 furnishings of every type and character, new, used or antique, and
2 all business incidental or in any way connected therewith.

3 4. To purchase, receive by way of gift, subscribe for,
4 invest in, and in all other ways acquire, import, lease, possess,
5 maintain, handle on consignment, own, hold for investment or
6 otherwise, use, enjoy, exercise, operate, manage, conduct,
7 perform, make, borrow, guarantee, contract in respect of, trade
8 and deal in, sell, exchange, let, lend, export, mortgage, pledge,
9 deed in trust, hypothecate, encumber, transfer, assign and in all
10 other ways dispose of, design, develop, invent, improve, equip,
11 repair, alter, fabricate, assemble, build, construct, operate,
12 manufacture, plant, cultivate, produce, market, and in all other
13 ways (whether like or unlike any of the foregoing), deal in and
14 with property of every kind and character, real, personal, or
15 mixed, tangible or intangible, wherever situated and however held,
16 including, but not limited to money, credits, choses in action,
17 securities, stocks, bonds, warrants, script, certificates,
18 debentures, mortgages, notes, commercial paper, and other
19 obligations and evidences of interest in or indebtedness of any
20 person, firm, or corporation, foreign or domestic, or of any
21 government or subdivision or agency thereof, documents of title,
22 and accompanying rights, and every other kind and character of
23 personal property, real property (improved or unimproved), and the
24 products and avails thereto, including, but not limited to,
25 mineral, oil, gas, and water rights, all or any part of any going
26 business and its incidents, franchises, subsidies, charters,
27 concessions, grants, rights, powers, or privileges, granted or
28 conferred by any government or subdivision or agency thereof, and
29 any interest in or part of any of the foregoing, and to exercise
30 in respect thereof all of the rights, powers, privileges, and
31 immunities of individual owners or holders thereof.

32 5. To hire and employ agents, servants, and employees, and
33 to enter into agreements of employment and collective bargaining
34 agreements, and to act as agent, contractor, trustee, factor, or

1 otherwise, either alone or in company with others.

2 6. To promote or aid in any manner, financially or
3 otherwise, any person, firm, association, or corporation, and to
4 guarantee contracts and other obligations.

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

10 8. To carry on any business whatsoever that this
11 corporation may deem proper or convenient in connection with any
12 of the foregoing purposes or otherwise, or that it may deem
13 calculated, directly or indirectly, to improve the interests of
14 this corporation, and to do all things specified in 30-1-13, and
15 to have and to exercise all powers conferred by the laws of the
16 State of Idaho on corporations formed under the laws pursuant to
17 which and under which this corporation is formed, as such laws are
18 now in effect or may at any time hereafter be amended, and to do
19 any and all things hereinabove set forth to the same extent and as
20 fully as natural persons might or could do, either alone or in
21 connection with other persons, firms, associations, or
22 corporations, and in any part of the world.

23 The foregoing statement of purposes shall be construed as a
24 statement of both purposes and powers, shall be liberally
25 construed in aid of the powers of this corporation, and the powers
26 and purposes of each clause shall, except where otherwise stated,
27 be in nowise limited or restricted by any term or provision of any
28 other clause, and shall be regarded not only as independent
29 purposes, but the purposes and powers stated shall be construed
30 distributively as each object expressed, and the enumeration as to
31 specific powers shall not be construed as to limit in any manner
32 the aforesaid general powers, but are in furtherance of, and in
33 addition to and not in limitation of said general powers.

34 SECTION 2. POWERS: This corporation shall have all of the

1 powers specified in the Idaho Business Corporation Act, Chapter 1,
2 Title 30, Idaho Code. As examples and not as limitations, this
3 corporation shall have the power to do the following:

4 1. To have and to exercise all powers now or hereafter
5 conferred by the laws of the State of Idaho upon corporations
6 organized pursuant to the laws under which the corporation is
7 organized and any and all acts amendatory thereof and supplemental
8 thereto.

9 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all
10 and everything necessary, suitable, or proper for the
11 accomplishment of any of the purposes, the attainment of any of
12 the objects, or the exercise of any of the powers herein set
13 forth, either alone or in conjunction with other corporations,
14 firms, or individuals, and either as principals or agents, and to
15 do every other act or acts, thing or things, incidental or
16 appurtenant to or growing out of or connected with the
17 above-mentioned objects, purposes, or powers.

18 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry
19 on its business or any branch thereof in any state or territory
20 of the United States or in any foreign country in conformity with
21 the laws of such state, territory, or foreign country, and to have
22 and maintain in any state, territory, or foreign country a
23 business office, plant, store, or other facility.

24 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
25 to manage, operate, and carry on any other business in connection
26 with the foregoing powers, and to have and exercise all the powers
27 conferred on similar (business or as the case may be) corporations
28 formed under the laws of the State of Idaho, and any amendments
29 thereto.

30 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The
31 corporation hereby formed shall have power to purchase, lease, or
32 otherwise acquire by bequest, devise, gift, or other means, and to
33 hold, own manage, or develop, and to mortgage, hypothecate, deed
34 in trust, sell, convey exchange, option, subdivide, or otherwise

1 dispose of real and personal property of every class and
2 description and any estate or interest therein, as may be
3 necessary or convenient for the proper conduct of the affairs of
4 the corporation, without limitation as to amount or value, in any
5 of the states, districts, or territories of the United States, and
6 in any and all foreign countries, subject to the laws of any such
7 states, districts, territories, or countries.

8 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
9 lease, or otherwise acquire real property and any interest or
10 right therein, and to hold, own, operate, control, maintain,
11 manage, and develop such property and interests in any manner that
12 may be necessary, useful, or advantageous for the purposes of this
13 corporation.

14 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
15 construct, maintain, improve, rebuild, enlarge, alter, manage, and
16 control, directly or through ownership of stock in any
17 corporation, any and all kinds of buildings, houses, stores,
18 offices, shops, warehouses, factories, mills, machinery, and
19 plants, and any and all other structures and erections that may at
20 any time be necessary, useful, or advantageous for the purposes of
21 the corporation.

22 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
23 otherwise acquire, and to own and hold such personal property,
24 chattels, chattels real, rights, easements, privileges, choses in
25 action, notes, bonds, mortgages, and securities as may lawfully be
26 acquired and held by corporations under the laws of the State of
27 Idaho.

28 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
29 exchange, lease, and otherwise deal in and dispose of such real
30 and personal property, lands, buildings, chattels, chattels real,
31 rights, easements, privileges, choses in action, notes, bonds,
32 mortgages, and securities as may lawfully be acquired, held or
33 disposed of by the corporation under the laws of the State of
34 Idaho.

1 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
2 all or any part of the good will, rights, franchises, property,
3 and business of any person, firm, association, or corporation
4 engaged in any business similar to the business of this
5 corporation, and to pay for it in cash or in stock or obligations
6 of the corporation or otherwise, and to hold, utilize, enjoy, and
7 in any manner dispose of the whole or any part of the rights and
8 properties so acquired, and to assume in connection therewith any
9 liabilities of any such person, firm, association, or corporation,
10 and to conduct in a lawful manner the whole or any part of the
11 business thus acquired.

12 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
13 enter into and perform all manner and kinds of contracts,
14 agreements, and obligations, for any lawful purpose by or with any
15 person, firm, association, corporation, or governmental division
16 or subdivision.

17 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
18 CONTRACTS: To enter into, and to perform or cancel and rescind
19 contracts of underwriting of the securities of any corporation,
20 association, partnership, firm, trustee, syndicate, individual, or
21 governmental division or subdivision, domestic or foreign, or of
22 any combination, organization, or entity, domestic or foreign, and
23 to act as manager of any underwriting or purchasing or selling
24 syndicate.

25 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
26 financially or otherwise, corporations, firms, syndicates,
27 associations, individuals, and others and to give any guaranty in
28 connection therewith or otherwise for the payment of money or for
29 the performance of any other undertaking or obligation.

30 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:
31 From time to time to apply for, purchase, or acquire by
32 assignment, transfer, or otherwise, and to exercise, carry out,
33 and enjoy any license, power, authority, franchise, concession,
34 right or privilege that any government or authority, Federal,

1 State, or local, or any corporation or other legal entity may be
2 empowered to enact, make, or grant, and to pay for, aid in, and
3 contribute toward carrying it into effect and to appropriate any
4 of the company's stock, bonds, and assets to defray the necessary
5 costs, charges, and expenses thereof.

6 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
7 agreements and joint ventures with any person, firm, association,
8 or corporation engaged in carrying on any business in which the
9 corporation is authorized to engage, or in connection with
10 carrying out all or any of the purposes of this corporation.

11 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or
12 consolidate with, and to enter into agreements and cooperative
13 relations not in contravention of law with, any persons, firms,
14 associations, or corporations, governmental, municipal, or
15 otherwise, in connection with carrying out all or any of the
16 purposes of this corporation.

17 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
18 of principal of, or interest on, bonds, notes, or other evidences
19 of indebtedness or obligations, and to guarantee the performance
20 of any other contracts or other undertakings in which the
21 corporation may otherwise be or become interested, of any
22 corporation, association, partnership, firm, trustee, syndicate,
23 individual, or governmental division or subdivision, domestic or
24 foreign, insofar as may be permitted by law.

25 18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to
26 draw, make, accept, indorse, issue, sell, or otherwise deal
27 lawfully in promissory notes, bills of exchange, bonds,
28 debentures, or any other negotiable or transferable obligations or
29 instruments from time to time for any purpose of, or concerning
30 the business of, the corporation.

31 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
32 INDEBTEDNESS: To secure the payment of corporate indebtedness by
33 executing mortgages, deeds of trust, pledges, or similar
34 instruments with respect to all or any part of the property of

1 the corporation, whether now owned or to be acquired in the
2 future.

3 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To
4 issue both preferred and common stock, and accept payment of
5 subscriptions therefor and such installments, in such manner, on
6 such terms, in money or in property, real or personal, or both, as
7 shall be determined by the board of directors.

8 21. INVESTMENT IN SECURITIES: To acquire by purchase,
9 subscription, contract, or otherwise, and to hold for investment
10 or otherwise, to sell, discount or rediscount, exchange, mortgage,
11 pledge, or otherwise dispose of, and generally to deal in and with
12 all forms of securities including, but not by way of limitation,
13 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
14 choses in action of all kinds, both as principal and as agent, and
15 while the holder thereof, to exercise all the rights and
16 privileges of ownership the same as may be permitted to natural
17 persons, including the right to vote thereon.

18 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
19 to give credit to such persons and on such terms as may seem
20 expedient, and in particular to customers and others having
21 dealings with the corporation; and to guarantee or give security
22 for the loans of its customers; but, nothing contained herein
23 shall be construed to give this corporation banking powers.

24 23. SUPPORT OF CHARITIES: To support and subscribe to any
25 charitable or public institution, organization, or club that may
26 be for the benefit of the corporation or its employees or
27 stockholders, or may be connected with any city or place where the
28 corporation does business, or to organize such institutions,
29 organizations, or clubs, if it shall be deemed necessary.

30 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To
31 establish and maintain a fund to provide pensions for the benefit
32 of employees and their dependents, and to establish and contribute
33 to group life and health insurance plans for the benefit of
34 employees and their dependents.

1 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
2 any kind of profit-sharing plan with its officers or employees
3 that the corporation may deem advantageous or expedient, or
4 otherwise to reward or pay those persons who have been largely
5 responsible for a current year's profits and who will be primarily
6 responsible for the corporation's continued success, as the
7 directors may deem fit.

8 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
9 powers shall not be construed as limiting or restricting in any
10 manner the powers of this corporation which shall always have such
11 incidental powers as may be connected with or related to any
12 specific power herein enumerated.

13 ARTICLE III

14 STOCK

15 SECTION 1. Description and Classes of Shares. There shall
16 be one class of shares, all of which shall be common stock.

17 SECTION 2. Number of Shares. The aggregate number of shares
18 which this corporation shall have authority to issue is 1,000
19 shares, with a par value of \$100.00 per share, for an aggregate
20 par value of \$100,000.00.

21 SECTION 3. Voting Rights. Each share shall have equal
22 voting powers; each share entitling the holder to one vote.

23 SECTION 4. Nonassessable. No shares shall be issued until
24 the same are fully paid for, and when fully paid for, the same
25 shall be nonassessable. There shall be stated on each stock
26 certificate in print the following: "The shares represented by
27 this certificate are fully paid for and nonassessable."

28 SECTION 5. Stock Loss Taxation. In the case of an
29 individual, a loss of common stock issued by this corporation to
30 such individual or to a partnership which would be treated as a
31 loss from the sale or exchange or a capital asset shall, to the
32 extent provided in the Internal Revenue Code, Section 1244, be
33 treated as an ordinary loss.
34

1 ARTICLE IV

2 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

3 SECTION 1. Meetings of Shareholders and Directors. Meetings
4 of the shareholders and directors of this corporation may be held
5 within or without the State of Idaho at such place or places as
6 may from time to time be designated in the code of bylaws or by
7 resolution of the board of directors.

8 SECTION 2. Code of Bylaws. The initial code of bylaws of
9 this corporation shall be adopted by its shareholders. The power
10 to amend or repeal the bylaws or to adopt a new code of bylaws
11 shall be in the shareholders, but the affirmative vote of the
12 holders of three-fourths of the share outstanding shall be
13 necessary to exercise the power. The code of bylaws may contain
14 any provisions for the regulation and management of this
15 corporation which are consistent with the Idaho Business
16 Corporation Act and these Articles of Incorporation.

17 ARTICLE V

18 REGISTERED OFFICE AND REGISTERED AGENT

19 The initial registered agent in the State of Idaho of this
20 corporation is:

21 Stephen Bennett
22 570 Lakewood
Idaho Falls ID 83401

23 The initial registered office in the State of Idaho of this
24 corporation has the address as follows:

25 570 Lakewood
26 Idaho Falls ID 83401

27 ARTICLE VI

28 The initial incorporator will constitute the initial Board of
29 Directors, and shall serve as director until the first annual
30 meeting of shareholders or until successors shall be elected and
31 qualify.

32 INFORMATION ON THE INCORPORATORS

33 The name and post office addresses of the incorporators are
34 as follows:

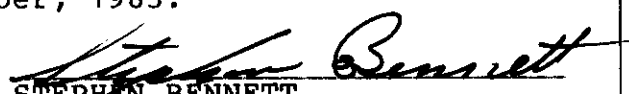
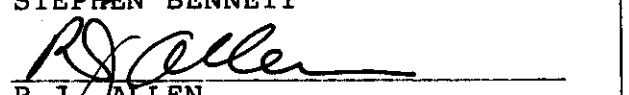
STEPHEN BENNETT
570 Lakewood
Idaho Falls ID 83401

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R.J. ALLEN
903 E. 17th Street
Idaho Falls ID 83401

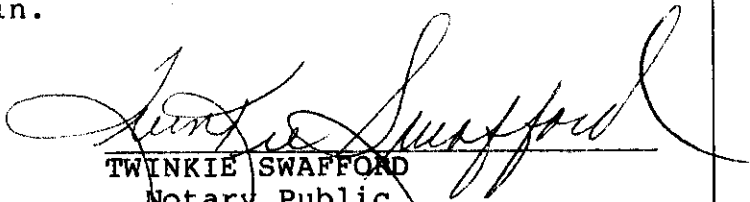
IN WITNESS WHEREOF, The undersigned, being the incorporators
of this corporation, execute the Articles of Incorporation in
duplicate and certify to the truth of the facts therein stated.

Dated this 6 day of September, 1983.


STEPHEN BENNETT

R.J. ALLEN

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

I, the undersigned Notary Public, duly commissioned to take
acknowledgments and administer oaths in the State of Idaho,
certify that on this 6 day of September, 1983, before me
personally appeared STEPHEN BENNETT and R.J. ALLEN, known to me to
be the persons whose names are subscribed to the foregoing
instrument, and acknowledged to me that they executed the same,
and swore to the truths therein.


TWINKIE SWAFFORD
Notary Public
Idaho Falls ID 83401

SWAFFORD AND GAUCHAY
ATTORNEYS AT LAW
525 NINTH STREET
IDAHO FALLS, IDAHO 83401
(208) 524-4002