

State of Idaho

Department of State

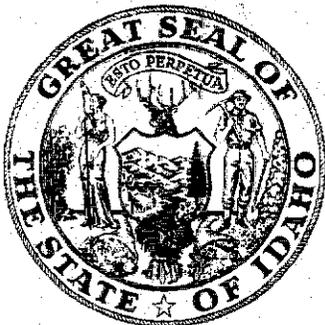
CERTIFICATE OF AMENDMENT OF

MINICO AUTO PARTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MINICO AUTO PARTS, INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

December 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

M. Richards

Corporation Clerk

SECRET
31 DEC 23 AM 8 48
CONSENT TO AMENDMENT TO ARTICLES
OF INCORPORATION OF
MINICO AUTO PARTS, INC.

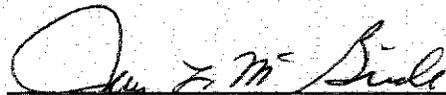
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SEC. OF STATE

31 DEC 17 AM 8 3

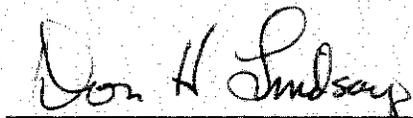
KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, holders of all the subscribed and issued capital stock of Minico Auto Parts, Inc., a corporation, organized and existing under and by virtue of the laws of the State of Idaho, and being all of the shareholders of said corporation entitled to vote on amendments to the Articles of Incorporation pursuant to Section 30-1-145 of the Idaho Code do, pursuant to Section 30-1-59 of the Idaho Code, hereby assent to an amendment of the Articles of Incorporation of the corporation by amending Article Numbered Fifth, so that Article Numbered Fifth, as amended, shall read as follows:

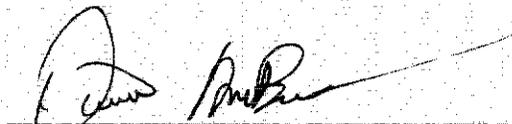
"FIFTH: The total authorized number of par value shares of this corporation shall be Five Thousand (5,000) shares each of a par value of One Hundred Dollars (\$100.00) and the aggregate par value of the total authorized number of par value shares shall be Five Hundred Thousand Dollars (\$500,000.00), which shall be common stock and shall not be subject to assessment."

IN WITNESS WHEREOF, we, the owners of all of the outstanding stock of said corporation, have set our hands this 18th day of October, 1991.


Jay L. McBride


Paul L. Temple


Don H. Lindsay


David McBride

Alan McBride
Alan McBride

Gary McBride
Gary McBride

Brian McBride
Brian McBride

STATE OF IDAHO)
County of Minidoka) ss.

On this 31st day of October, 1991, before me the undersigned Notary Public in and for said State personally appeared Jay L. McBride, Paul L. Temple, Don H. Lindsay, Alan McBride, Gary McBride and Brian McBride, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

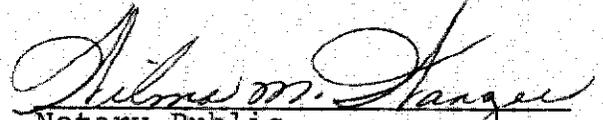
Alvin M. Stanger
Notary Public
Residing at Rupert, Idaho
My Commission Expires 9/2/93

STATE OF GEORGIA)
County of WINNETT) ss.

On this 31st day of October, 1991, before me the undersigned Notary Public in and for said State personally appeared David McBride, known to me to be the person whose name is subscribed to the within 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 first above written.

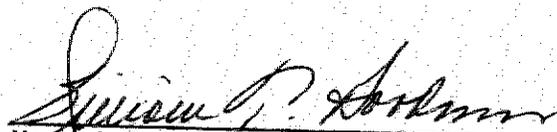
(SEAL)


Notary Public
Residing at Rupert, Idaho
My Commission Expires 9/12/99

VERIFICATION

STATE OF IDAHO)
) SS
COUNTY OF Minidoka

I, William T. Goodman, a notary public, do hereby
certify that on this 19th day of December, 1991,
personally appeared before me Jay L. McBride who, being by me
first duly sworn, declared that he is the President of
Minico Auto Parts, Inc.
that he signed the foregoing document as President and Shareholder of
the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Rupert, Idaho
My commission expires: 12/24/92

VERIFICATION:

REC'D
550.078

91 DEC 23 AM 6 48
STATE OF IDAHO) SS
COUNTY OF Minidoka

I, William T. Goodman, a notary public, do hereby
certify that on this 19th day of December, 1991,
personally appeared before me Jay L. McBride who, being by me
first duly sworn, declared that he is the President of
Minico Auto Parts, Inc.
that he signed the foregoing document as President and Shareholder of
the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Rupert, Idaho
My commission expires: 12/24/92