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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

THE USED CAR COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

SECRETARY OF STATE
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I.

That the corporate name of this corporation shall be:
THE USED CAR COMPANY, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) Buy, sell or consign motor vehicles, recreational vehicles and to engage in any and all lawful business relating or incidental thereto.

(b) To purchase all equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation. To issue notes or other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The principal place of business shall be 1105 N. Whitley, Fruitland, Idaho 83619, and the location and mailing address of the Corporation shall be 1105 N. Whitley, Fruitland, Idaho 83619, and the registered agent shall be DANIEL C. CESARO of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 10,000 shares of voting class "A" common stock, which shall have a stated value of ONE (\$1.00) DOLLAR per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, Two in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The names and addresses of the first Board of Directors are as follows: DANIEL C. CESARO of 7420 Grande Vallejo Dr., Fruitland, Idaho 83619; BARBARA E. CESARO of 7420 Grande Vallejo Dr., Fruitland, Idaho 83619.

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: DANIEL C. CESARO 5,000

STATE OF IDAHO)
 : ss.
County of Payette)

On this 30th day of January, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared, BARBARA E. CESARO, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that she executed the same.

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

Barbara M. Hunsucker
Notary Public for Idaho
Residing at: Franklin, Idaho
My Commission Expires: 12-31-99