

State of Idaho

Department of State

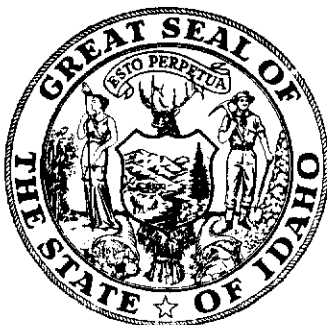
CERTIFICATE OF INCORPORATION OF

HARRISON AUTOMOTIVE GROUP, INC.
File number C 119947

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 the above named corporation, 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: June 23, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alice Hartley*

ARTICLES OF INCORPORATION

OF

HARRISON AUTOMOTIVE GROUP, INC.

97 JUN 23 AM 11:06
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HARRISON AUTOMOTIVE GROUP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes of the Corporation shall be to manufacture, buy, sell, lease, trade, repair, alter and otherwise deal in motors, automobiles, trucks, cars and other vehicles, their parts, accessories and related articles and generally to conduct an automobile and truck dealership business in all its aspects and, further authorize the sale of insurance. The Corporation shall further have the power to engage in any and all other types of businesses and business pursuits which may in the opinion of the officers, directors and stockholders be for the general benefit of the Corporation. In carrying out these purposes, the Corporation shall have all lawful powers now or hereafter conferred by the laws of the State of Idaho upon corporations generally. The corporation is further authorized to transact any or all other lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 1243 Blue Lakes Blvd. North, Twin Falls, Idaho, and the name of its initial registered agent at such address is David Johnson.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

ARTICLES OF INCORPORATION\1
F:\FILE\H-144\ARTICLES

IDAHO SECRETARY OF STATE
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CORP 1@ 100.00= 100.00
EXPEDITE C 1@ 20.00= 20.00

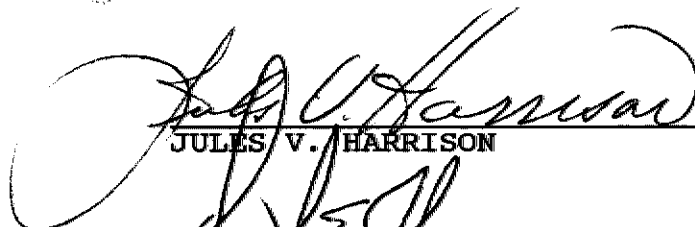
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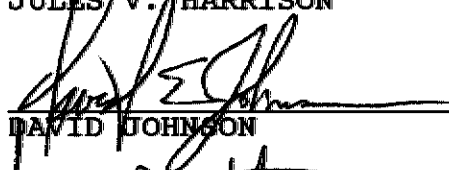
<u>NAME</u>	<u>ADDRESS</u>
Jules V. Harrison	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301
David Johnson	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301
James Stanger	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301

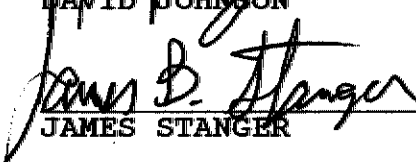
SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jules V. Harrison	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301
David Johnson	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301
James Stanger	1243 Blue Lakes Blvd. North Twin Falls, Idaho 83301

DATED this 16 day of June, 1997.



 JULES V. HARRISON


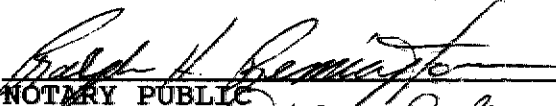
 DAVID JOHNSON


 JAMES STANGER

"Incorporators"

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, the undersigned, a Notary Public, do hereby certify that on this 16 day of June, 1997, personally appeared before me, JULES V. HARRISON, DAVID JOHNSON, and JAMES STANGER, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



NOTARY PUBLIC
Residing at: Twin Falls
My Commission Expires: 06-12-2000