



CERTIFICATE OF INCORPORATION
OF

STATE STREET TRANSMISSIONS, 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 _____

STATE STREET TRANSMISSIONS, 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: July 31, 1984



SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION OF
STATE STREET TRANSMISSIONS, INC.

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

ARTICLE 1:

The name of the corporation shall be State Street Transmissions, Inc.

ARTICLE 2:

The duration of the corporation shall be in perpetuity.

ARTICLE 3:

The capital stock of the corporation shall be 500,000 shares of \$1.00 par value non-accessible common stock.

ARTICLE 4:

The registered agent for service of process for the corporation shall be Raymond G. Robinson, P.O. Box 2080, ^{Boise} ID 83701.

ARTICLE 5:

The initial directors for the corporation shall be Ronald L. Young and Elaine C. Young. Their address is: P.O. Box 284, Eagle, ID 83701.

ARTICLE 6:

The transfer of the stock of the corporation is restricted in that the shares shall be Restricted Transfer [as provided for in the Idaho Corporations Code] and may only be transferred pursuant to the laws of the State of Idaho for shares and share restrictions thereon. Printed on either the face or back of each stock certificate shall be the following restrictive legend, "The transfer of this stock is subject to the terms and conditions of a franchise agreement between Gibraltar Transmission Corp. and State Street Transmissions, Inc. dated 6-25-84. Reference is made to said franchise agreement and to restrictive provisions of the charter and by-laws of this corporation." This corporation shall be closely held and shall not engage in any business activity other than those directly related to the operation of a shop pursuant to the terms and conditions of the Franchise Agreement executed by Ronald L. Young as Franchisee and Gibraltar Transmission Corp. as Franchisor dated 6-25-84, said Franchise Agreement being assigned to this corporation forthwith. Ronald L. Young, defined as the operator in the aforementioned Franchise Agreement, shall at all times own at least 51% of the capital stock of said corporation. He may, if he so choses, assign, transfer or sell the remaining capital stock to members of his immediate family or to a trustee in trust for the same. Ronald L. Young, or his estate, may otherwise transfer, assign, sell, or convey his stock in this corporation as provided for in Article 17 of the aforesaid Franchise Agreement.

ARTICLE 7:

All powers not expressly reserved by the shareholders, shall be exerciseable by the board of directors of the corporation, specifically including, but not by way of limitation, the authority to promulgate the bylaws of the corporation. There are no other provisions for the regulation of the internal affairs of the corporation.

ARTICLE 8:

The provisions denying the exercise of preemptory rights are:
none.

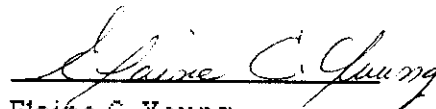
ARTICLE 9:


The number of directors initially shall be two. In no event shall there be less than one or more than seven directors.

ARTICLE 10:

The purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Dated this 30 day of July, 1984.


Elaine C. Young


Ronald L. Young