

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

UNITED AUTO, INC.

was filed in the office of the Secretary of State on the **tenth** day of **September** A.D., One Thousand Nine Hundred **Seventy-three** and ~~will be~~ ~~duly recorded on Film~~ ~~on microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls, Idaho** in the County of **Bonneville**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **tenth** day of **September**, A.D., 19 **73**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 UNITED AUTO, INC.

4 ///

5 WE, THE UNDERSIGNED, Being natural persons of full age
6 and citizens of the United States, hereby incorporate ourselves
7 under the Business Corporations Act of the State of Idaho [§§30-
8 101ff. I.C.].

9 ARTICLE I

10 The name of the corporation shall be UNITED AUTO, INC.

11 ARTICLE II

12 The purposes of the corporation are to do any or all of
13 the things mentioned herein, to the same extent as natural persons
14 might, as follows:

15 a. To engage in the sale, servicing, and leasing
16 of automobiles, trucks, and other motor vehicles, and trailers,
17 boats, and bicycles, and their parts and accessories.

18 b. To acquire and to hold, develop, improve,
19 subdivide, lease, construct, exchange, mortgage, sell, convey,
20 finance, or otherwise dispose of or deal in, real estate.

21 c. To borrow or raise money for any of the purposes
22 of the corporation (without limit as to amount) and in connection
23 therewith to grant collateral or other security, either alone or
24 jointly with any other person, firm, or corporation and to make
25 and issue promissory notes, drafts, bonds, debentures, and other
26 evidences of indebtedness; and to lend and advance money, extend
27 credit, take notes, open accounts, and every kind of evidence
28 of indebtedness and collateral security in connection therewith.

29 d. To buy, sell, and own any class of stock in
30 other corporations.

31 And in general, to do any and all things and to exercise any and
32 all powers which now or hereafter might be lawful for a corporation
33 to do or exercise, under and in pursuance of the Business Corpor-
34 ations Act of the State of Idaho, or of any other law which now or
hereafter might be applicable to this corporation.

ARTICLES OF INCORPORATION OF UNITED AUTO, INC.

ARTICLE III

I The duration of the corporation shall be perpetual.

ARTICLE IV

The location and post office address of the corporation shall be Cambridge Law Center, Box 1841, Idaho Falls, Idaho 83401, but meetings of the board of directors and of any executive committee thereof, may be held at such registered office or at such other place within or without this state, for the transaction of any business of the corporation, as the directors, by resolution or bylaw, might provide.

ARTICLE V

The total number of shares of capital stock authorized shall be 1000, with an aggregate par value of \$5,000, such shares to be of the same class and of \$5 par value each.

ARTICLE VI

The name, post office address, and the number of shares subscribed by each of the incorporators are:

DONNA J. ROWELL	Box 1841, Idaho Falls, Idaho 83401	1
DEBORAH A. BROWNING	Box 1841, Idaho Falls, Idaho 83401	1
CAROL L. JASKUNAS	Box 1841, Idaho Falls, Idaho 83401	1

ARTICLE VII

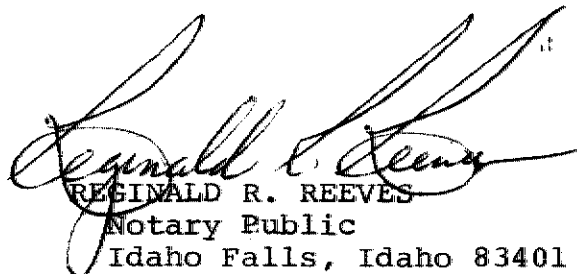
Subject to the power of the shareholders to make, amend, or repeal bylaws, the board of directors may amend or repeal them, or adopt new ones, provided that bylaws made by the board of directors may be amended or repealed, either by a majority vote of the board of directors, or by a vote of a majority of the allotted shares.

Executed in quadruplicate, at Idaho Falls, Idaho, this September 7, 1973.

Donna J. Rowell
DONNA J. ROWELL
Deborah A. Browning
DEBORAH A. BROWNING
Carol L. Jaskunas
CAROL L. JASKUNAS

STATE OF IDAHO)
COUNTY OF BONNEVILLE)

On this September 7, 1973, before me personally appeared
DONNA J. ROWELL, DEBORAH A. BROWNING, and CAROL L. JASKUNAS, each
known to me to be one of the persons whose names are subscribed
on the foregoing articles of incorporation, and each acknowledged
to me that she executed the same, for the purposes therein
contained.


REGINALD R. REEVES
Notary Public
Idaho Falls, Idaho 83401