

**CERTIFICATE OF INCORPORATION
OF**

HUSKEY AUTO ELECTRIC OF POCA TELLO, 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 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: December 2, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jade M. Mahey*

ARTICLES OF INCORPORATION

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SEC. OF STATE

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

1. NAME: The name of the corporation is Huskey Auto Electric of Pocatello, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at \$1.00 par value common stock.
5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.
7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Donald E. Huskey
and the initial registered office is:

965 Lucille Avenue
Pocatello, Idaho 83201
8. BOARD OF DIRECTORS: One individual shall constitute the initial Board of Directors and will serve until the first annual

shareholder meeting or until a successor is elected and qualified.
The director's name and address is:

Donald E. Huskey
965 Lucille Avenue
Pocatello, Idaho 83201

9. INCORPORATOR: The name and address of the incorporator is:

Donald E. Huskey
965 Lucille Avenue
Pocatello, Idaho 83201

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: Nov. 23 1987.

Donald E. Huskey
Donald E. Huskey, INCORPORATOR

STATE OF IDAHO)
SS
COUNTY OF BANNOCK)

On this 23 day of November, 1987, before me, the undersigned Notary Public, in and for said State, personally appeared Donald E. Huskey, 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 written above.

NOTARY PUBLIC STATE OF IDAHO
THOMAS J. HOLMES
RESIDING AT POCATELLO, IDAHO
MY COMM. IS PERPETUAL

[Signature]
NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: _____

HUSKEY AUTO ELECTRIC

2301 OVERLAND
BOISE, IDAHO 83705
PHONE (208) 345-2233



7375 S. 5TH. AVE., P.O. BOX 1708
POCATELLO, IDAHO 83204
PHONE (208) 234-1700

Idaho Secretary of State
Corporation Division
Statehouse
Boise, ID 83720

Re: Huskey Auto Electric of Pocatello, Inc.

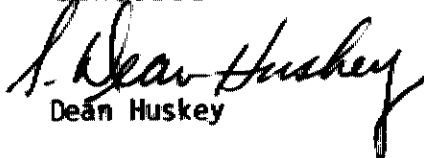
Gentlemen:

I am the president of Huskey Auto Electric, Incorporated.

This letter will serve as Huskey Auto Electric of Pocatello, Inc.'s permission to use that name in incorporating their business in Idaho.

If you have any questions, please advise.

Sincerely,


Dean Huskey