

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

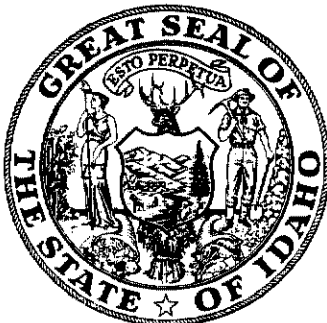
GATEWAY HONDA, INC.

File number C 115709

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: July 11, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

JUL 10 8 13 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
for
GATEWAY HONDA, INC.

JUL 11 8 52 AM '96
SECRETARY OF STATE
STATE OF IDAHO

1. Name of Corporation: Gateway Honda, Inc.
2. Period of Duration: The period of duration for the Corporation shall be perpetual.
3. Purposes for which the Corporation is organized: The Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as the same is in existence at the time of incorporation of Gateway Honda, Inc., or as the same may be amended from time to time during the period of existence of the Corporation.
4. The aggregate number of shares which the Corporation shall have authority to issue shall be one hundred (100) in number, of one common classification only. The par value for each share shall be one dollar (\$1.00).
5. The Corporation shall have no authority to issue shares of any preferred or special class.
6. All stockholders of the Corporation shall at all times have full pre-emptive rights.
7. The address of the initial registered office of the Corporation is: 6397 W. Pocatello Creek Rd./ Pocatello, ID 83201. The name of the initial registered agent for the Corporation at such address is R. Sam Hopkins and/or Dyke Jensen.


2

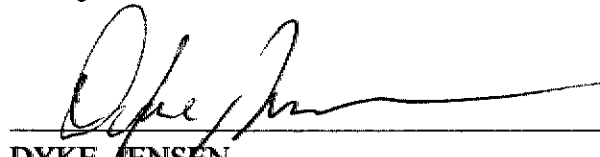
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8. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are: R. Sam Hopkins/ 6397 W. Pocatello Creek Rd./ Pocatello, ID 83201 and Dyke Jensen/ 8104 W. Pocatello Creek Rd./ Pocatello, ID 83201.

9. The names and addresses of the incorporators of the Corporation are: R. Sam Hopkins/ 6397 W. Pocatello Creek Rd./ Pocatello, ID 83201 and Dyke Jensen/ 8104 W. Pocatello Creek Rd./ Pocatello, ID 83201.


R. SAM HOPKINS
Incorporator


DYKE JENSEN
Incorporator

STATE OF IDAHO

County of Bannock

On this 9 day of July, 1996, before me, a Notary Public for the State of Idaho, personally appeared R. Sam Hopkins and Dyke Jensen, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Caryn D. Miller

NOTARY PUBLIC FOR STATE OF IDAHO

Residence: Pocatello

Commission Expires: 3-3-99