



CERTIFICATE OF INCORPORATION
OF

STEVE'S CONOCO, INC.

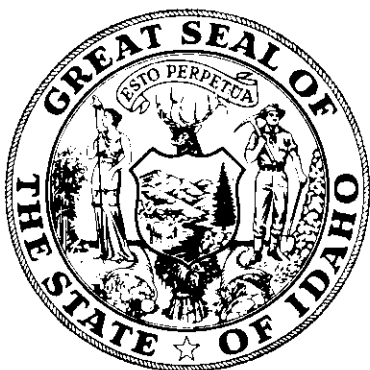
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

STEVE'S CONOCO, 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: *October 12, 1982*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
STEVE'S CONOCO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each and all being natural persons of full age have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

ARTICLE I.

The name of this corporation shall be STEVE'S CONOCO, INC.

ARTICLE II.

The purpose and objects for which this corporation is formed are:

1. To buy, sell, store and dispose of, oil and petroleum products, tires, batteries, automotive accessories, wines and beverages, various and sundry items of merchandise of any and all kinds, at retail and wholesale and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

2. To purchase and acquire its own stock, as well as the stock in any other corporation whose stock is owned by the same or largely the same stockholders.

3. To engage in the transaction of any and all lawful business for which corporations may be incorporated pursuant to the provisions of the Idaho Business Corporation Act.

ARTICLE III.

This corporation shall have a perpetual existence.

ARTICLE IV.

The total number of shares of which the corporation is authorized to issue is One thousand (1,000) shares. The aggregate par value of such shares is One hundred thousand dollars (\$100,000.00) and the par value of each share is One hundred dollars (\$100.00).

ARTICLE V.

Provisions denying preemptive rights are: NONE.

ARTICLE VI.

The address of the initial registered office of the corporation is 601 Main Street, Gooding, Idaho, 83330 and the name of its initial registered agent at such address is:
STEVE STROUD.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is two (2) 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:

Steve Stroud
545 Colorado Street
Gooding, Idaho 83330

Leata Stroud
545 Colorado Street
Gooding, Idaho 83330

Provided, however, that any greater or lesser number of directors may be provided for by the By-Laws of said corporation.


ARTICLE VIII.

The name and address of each incorporator is:

Steve Stroud
545 Colorado Street
Gooding, Idaho 83330

Leata Stroud
545 Colorado Street
Gooding, Idaho 83330

IN WITNESS WHEREOF, we have hereunto set our hands this
8th day of October, 1982.



Steve Stroud




Leata Stroud

STATE OF IDAHO)
) ss.
County of Gooding)

On this 8th day of October, 1982, before me, the

undersigned, a Notary Public in and for said State, personally appeared STEVE STROUD and LEATA STROUD, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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


Notary Public for the State of Idaho;
Residing at Gooding, Idaho.