

# State of Idaho

## Department of State

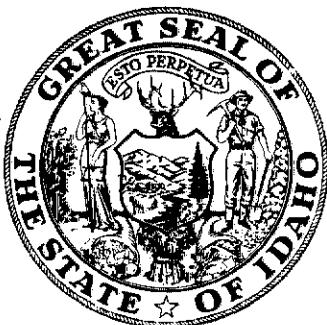
CERTIFICATE OF AUTHORITY  
OF

THE CAR CONNECTION, INC.  
dba THE GOOD GUYS CAR CONNECTION, INC.  
File Number C 121403

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE CAR CONNECTION, INC. for a Certificate of Authority to transact business in this State, duly executed 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 Authority to THE GOOD GUYS CAR CONNECTION, INC. to transact business in this State under the name THE GOOD GUYS CAR CONNECTION, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 3, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. Winters*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

97 OCT 20 PM 3:05

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is THE CAR CONNECTION, INC.

2. The name which it shall use in Idaho is The Good Guys CAR Connection, INC  
~~THE CAR CONNECTION, INC~~

3. It is incorporated under the laws of UTAH

4. Its date of incorporation is 26 Oct. 1993

5. The address of its principal office is 1140 N. MAIN ST.  
LOGAN UT. 84341

6. The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_

7. The street address of its registered office in Idaho is 480 N. Fourth St.  
Pocatello, ID 83205, and its registered agent in Idaho at that address is Kevin Day

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>KEVIN DAY</u>	<u>PRESIDENT</u>	<u>2121 N. 800 E.</u> <u>N. LOGAN, UT. 84341</u>
<u>BRENT LARSEN</u>	<u>VICE PRESIDENT</u> <u>SEC.</u>	<u>2056 N. 1550 E.</u> <u>N. LOGAN, UT. 84341</u>

Dated: 10-13-97

THE CAR CONNECTION, INC.  
(Corporation name)

By [Signature]

Its VICE PRESIDENT  
(specify capacity of signer)

Customer Account # \_\_\_\_\_  
IDAHO SECRETARY OF STATE  
(if using pre-paid account) 10/21/1997 09:00

CK: Secretary of State use only 394  
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Revised 7/97  
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10/16/97

--- STATE OF UTAH - DEPARTMENT OF COMMERCE ---  
--- CERTIFICATION OF GOOD STANDING ---

17:34:52

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT

CAR CONNECTION, INC. THE

IS A UTAH CORPORATION AND IS QUALIFIED TO TRANSACT BUSINESS IN THE STATE OF UTAH. A CERTIFICATE OF INCORPORATION WAS ISSUED FROM THIS OFFICE ON 10-26-1993 AND SAID CORPORATION IS IN GOOD STANDING, AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

FILE # 176574

DATED THIS 16TH DAY  
OF OCTOBER, 1997

THIS CERTIFICATION IS NOT VALID  
UNLESS PRINTED ON PAPER DISPLAYING  
THE STATE SEAL IN BLUE, THE  
DIVISION SEAL IN GOLD, AND THE  
DIVISION DIRECTOR'S SIGNATURE.

REMOTE ACCESS CERTIFICATION # 266742

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97 OCT 20 PM 3: 05  
DIVISION OF STATE  
STATE OF IDAHO



*Karla S. Woods*

Karla T. Woods  
Director, Division of  
Corporations and Commercial Code

97 NOV -3 PM 2:26  
SECRETARY OF STATE  
STATE OF IDAHO

STATEMENT OF UNANIMOUS CONSENT OF BOARD OF DIRECTORS

(In Lieu Of Special Meeting Of Board of Directors)

OF

THE CAR CONNECTION, INC.

Pursuant to § 16-10a-821 of the Utah  
Revised Business Corporation Act

WE, the undersigned, being all of the members of the Board of Directors of The Car Connection, Inc., a corporation organized and existing under the laws of the State of Utah (hereafter "Company") and acting pursuant to § 16-10a-821 of the Utah Revised Business Corporation Act, do hereby consent that when all of us shall have signed this Statement of Unanimous Consent, or an identical counterpart thereof, the following resolution shall be deemed to be adopted to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the Board of Directors of the Company duly called by a majority of the Directors hereof for the purpose of transacting the business hereinafter set out:

RESOLUTION NO: D-10/27/97, Idaho Business and Assumed Name

WHEREAS, the Company is applying for a Certificate of Authority to do business as a foreign corporation in the State of Idaho; and

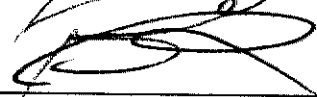
WHEREAS, the Board of Directors have duly considered the proposal to do business in the State of Idaho; and

WHEREAS, the Company is required to adopt an assumed name in connection with its business dealings in Idaho.

NOW THEREFORE, be it hereby resolved that the officers of the Company be and they are hereby authorized to take all actions necessary to obtain a Certificate of Authority to do business in Idaho, and to take all actions necessary to commence business in the State of Idaho upon obtaining the Certificate of Authority.

FURTHER RESOLVED, that the Company adopt the assumed name of "THE GOOD GUYS CAR CONNECTION" under which it will conduct business within the State of Idaho.

  
\_\_\_\_\_  
Kevin Day, Director

  
\_\_\_\_\_  
Brent Larsen, Director