

FILED EFFECTIVE

2008 AUG 15 PM 2:17

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

MERGING

EDMARK GMC PONTIAC BUICK, INC.,

an Idaho corporation,

WITH AND INTO

EDMARK AUTO INC.,

an Idaho corporation

*In accordance with Sections 30-18-101 et seq. of the
Idaho Entity Transactions Act*

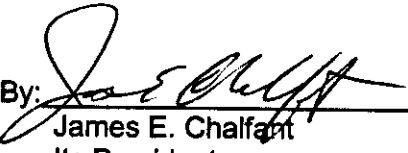
Edmark GMC Pontiac Buick, Inc., an Idaho corporation ("**Edmark GMC**") and Edmark Auto Inc., an Idaho corporation ("**Edmark Auto**"), do hereby certify as follows:

1. The constituent corporations in the merger (the "**Merger**") are Edmark GMC, with its principal place of business at 15700 Idaho Center Blvd, Nampa, Idaho 83687, and Edmark Auto, with its principal place of business at 15700 Idaho Center Blvd, Nampa, Idaho 83687.
2. A Plan of Merger (the "**Merger Plan**") has been duly authorized and approved by the Board of Directors of Edmark GMC in accordance with Sections 30-18-205 of the Idaho Entity Transactions Act (the "**IETA**"), and the participation of Edmark Auto in the Merger and Merger Plan was duly authorized by the Board of Directors of Edmark Auto in accordance with Sections 30-18-205 of the IETA.
3. Pursuant to the Merger Plan, Edmark GMC is being merged with and into Edmark Auto, with Edmark Auto being the surviving corporation in the Merger (the "**Surviving Corporation**").
4. The address of the Surviving Corporation where copies of process may be sent by the Idaho Secretary of State is 15700 Idaho Center Blvd, Nampa, Idaho 83687.
5. The Merger Plan was submitted to and approved unanimously by the shareholders of Edmark Auto.
6. The Merger Plan was submitted to and approved unanimously by the shareholders of Edmark GMC.
7. The Merger shall become effective as of 12:01 a.m., Mountain Time on the date after a copy of this Statement of Merger is filed with the Idaho Secretary of State.

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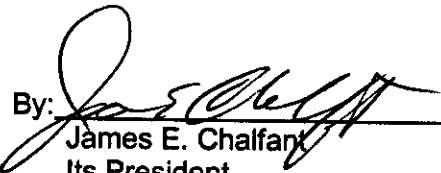
EDMARK AUTO INC.:

Dated: August 15, 2008

By: 
James E. Chalfant
Its President

EDMARK GMC PONTIAC BUICK, INC.:

Dated: August 15, 2008

By: 
James E. Chalfant
Its President

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STATEMENT OF MERGER - 1

IDAHO SECRETARY OF STATE
08/15/2008 05:00
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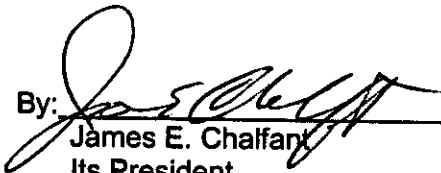
EDMARK AUTO INC.:

Dated: August 15, 2008

By: 
James E. Chalfant
Its President

EDMARK GMC PONTIAC BUICK, INC.:

Dated: August 15, 2008

By: 
James E. Chalfant
Its President