

MEETING OF BOARD OF DIRECTORS
OF
MINICO AUTO PARTS OF BURLEY, INC.

C 44246
chg off.

126 Overland Avenue - Burley, Idaho

February 1, 2005

The annual meeting of the shareholders of Minico Auto Parts of Burley, Inc., having been held on February 1, 2005 at 5:00 p.m. and all of the Directors of the corporation for the ensuing year, the President announced that the Directors meeting would be held immediately following the Annual Meeting of the Shareholders.

The President called the meeting to order at the hour of 5:00 o'clock p.m. at the principal office of the corporation and announced that the purpose of the meeting was to elect officers for the following year and re-organize the Board of Directors and for consideration of the motion passed by the shareholders.

Wilma Winkleblack announced due to partial retirement she was resigning as Secretary/Treasurer.

The following elected directors were present: Blair Wilson and Jay L. McBride.

The Secretary announced that all Directors were present in person or by proxy

It was moved by Blair Wilson, seconded by Jay L. McBride that officers be elected for the ensuing year as follows:

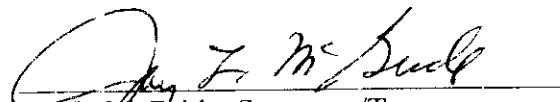
Blair Wilson, President
Jay L. McBride, Vice President
Jay L. McBride, Secretary/Treasurer

The motion passed unanimously and said persons were declared elected.

The Director then discussed the annual meeting and financial statements of the company.

It was moved by Jay L. McBride, seconded by Blair Wilson, that the actions taken at the annual meeting by the stockholders be approved. Upon vote, the motion passed unanimously.

There being no further business the meeting was adjourned.


Jay L. McBride, Secretary/Treasurer