



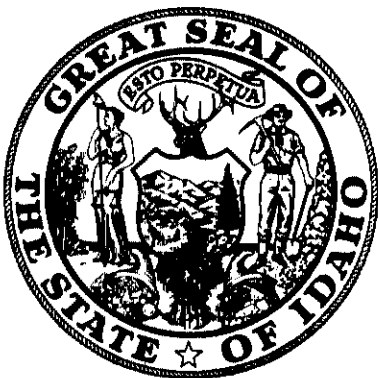
CERTIFICATE OF INCORPORATION
OF

MOTOR MANAGEMENT, 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 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: February 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zibala

**ARTICLES OF INCORPORATION OF
MOTOR MANAGEMENT, INC.**

KNOW ALL MEN BY THESE PRESENTS: That Jeffery W. Hollenbeck, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, does hereby certify as follows:

I.

Name

The name of the corporation shall be Motor Management, Inc..

II.

Duration

The period of existence and duration of the corporation shall be perpetual.

III.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

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IV.

Authorized Capital Stock

The corporation shall have 100 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

V.

Registered Office

The location and post office address of the registered office of the corporation shall be 112 S. Kimball, Suite 130, Caldwell, ID 83605.

VI.

Registered Agent

The name of the registered agent of the corporation is Jeffery W. Hollenbeck.

VII.

Director

There shall be one (1) director of the corporation, but the number of directors may be increased or decreased from time to time as provided by the Bylaws. The name and post office address of the initial director, named by the incorporator, is as follows:

<u>Name</u>	<u>Post Office Address</u>
Jeffery W. Hollenbeck	2109 Indiana, Apt. B Caldwell, ID 83605

The initial director shall serve until the first election of directors.

VIII.

Incorporator

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Jeffery W. Hollenbeck	2109 Indiana, Apt. B Caldwell, ID 83605

IX.

Bylaws

The Board of Directors, by a majority vote, shall have the power to adopt Bylaws, and to repeal and amend Bylaws.

X.

Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a

member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these Articles of Incorporation this 7 day of February, 1991.

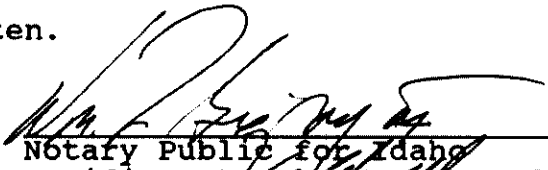
Jeffery W. Hollenbeck
Jeffery W. Hollenbeck

STATE OF IDAHO)
 : ss
County of Canyon)

On the 7th day of February, 1991, before me,
the undersigned, a Notary Public in and for said State,
personally appeared JEFFERY W. HOLLENBECK, known or
identified to me to be the person whose name is subscribed
to the foregoing instrument, and acknowledged to me that he
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.

(SEAL)


Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 12-9-91