

**ARTICLES OF INCORPORATION
OF
B & E CLASSIC AUTO, INC.**

FILED EFFECTIVE

05 MAY 10 PM 12:53

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is B & E Classic Auto, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of no par value.

ARTICLE V.

The address of the initial registered office of the corporation is 1520 Pioneer Avenue, Emmett, Idaho 83617, and the name of its initial registered agent at such address is Robert A. Cook.

ARTICLE VI.

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:

Robert A. Cook
1520 Pioneer Avenue
Emmett, Idaho 83617

Ellen Cook
1520 Pioneer Avenue
Emmett, Idaho 83617

ARTICLE VII.

The name and address of the incorporator is Robert A. Cook, 1520 Pioneer Avenue, Emmett, Idaho 83617.

DATED This 5th day of May, 2005.



Robert A. Cook, Incorporator