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ARTICLES OF INCORPORATION

OF

ROCKY'S BODY SHOP & TOWING, INC.

ASSER SHADMAN, the undersigned, of full legal age, acting as incorporator according to the laws of the State of Idaho, and for that purpose executes these Articles of Incorporation in duplicate.

IDAHO SECRETARY OF STATE

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STATE OF IDAHO

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ARTICLE I

Name

The name of this Corporation shall be ROCKY'S BODY SHOP & TOWING, INC.

ARTICLE II

Purposes and Powers

2.1 Purposes. The nature of the business of the Corporation and its objects are:

(a) This Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Idaho Code Section 3-114, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed as such laws are now in effect or may at any time thereafter be amended, and to do any and all things, including, but not limited to those hereinafter set forth, to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(b) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and any other motor vehicle and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of and generally dealing in all types of supplies used by all types of motor vehicles.

(c) To engage in the rental, loan and lease of automobiles, trucks, tractors, trailers and without limitation, all types of motor vehicles, and in connection therewith, to purchase and sell motor vehicles and equipment, vehicle parts, articles and accessories and to perform repairs and services in connection with the leasing, loaning or rental of such vehicles, and to acquire, hold and own any and all licenses, permits and franchises necessary or useful in connection with the business.

(d) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in and dispose of all such property, real and personal of any kind whatsoever, and wherever located, as may be necessary or convenient in connection with the aforesaid business of the company, and in general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of the property.

(e) To engage in any other business, of any kind or character, the conduct of which is not forbidden to general business corporations by the Constitution, statutes, or common laws of the State of Idaho.

The objections and purposes specified in the foregoing clauses, shall, except when otherwise expressed, be in no way limited or restricted by reference to, or in inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

2.2 Powers. In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Idaho, the Corporation shall have the following powers:

(a) To sue and be sued, complain and defend, in its corporate name.

(b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(d) To lend money to its employees, officers and directors. No loans shall be made by the Corporation to its officers or directors, unless first approved by

the holders of two-thirds (2/3) of the voting shares and no loans shall be made by the Corporation secured by its shares.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, to form other corporations, and to supply credit to and guarantee the obligations of said persons, partnership or other corporations.

(g) To make contracts, guarantees, and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district or possession of the United States, or in any foreign country.

(j) To make, alter Bylaws, now inconsistent with these Articles of Incorporation, or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(l) To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or

officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or by any bylaws or resolution adopted by the shareholders after notice.

(m) To elect or appoint officers and agents of the corporation, and define their duties and to fix their compensation.

(n) To pay pensions and establish pension plans, pension trusts, profit sharing plans for any or all of its directors, officers, and employees, as well as establish stock bonus plans, stock option plans and other incentive plans.

(o) To cease its corporate activities and surrender its corporate franchise.

(p) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(q) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with other.

(r) To make any tax elections now or hereafter authorized.

(s) To become a party to agreements among all or a majority of the shareholders, which agreements may provide, among other things, for redemption of stock.

ARTICLE III

DURATION

The duration of the existence of the Corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be 108 E. Hanley Avenue, Dalton Gardens, Idaho 83815, and the name of the Corporation's initial registered agent at such address is NASSER SHADMAN.

ARTICLE V

CAPITAL AND LIABILITIES

5.1 **Authorized.** The authorized capital stock of the corporation is one hundred (100) shares of common stock of no par value per share.

5.2 **Fully Paid Nonassessable.** No stock shall be issued for less than par value nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further costs or assessments.

5.3 **Preemptive Rights.** No shareholder shall have preemptive right to acquire unissued shares of this Corporation.

5.4 **Limitation on Transfers.** No stock in this Corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the share holders, or in effect among a part or all of the shareholders and the Corporation.

5.5 **Personal Liability.** The property of shareholders of this corporation shall not be subject to the payment of the debts of the corporation except for unpaid stock subscription.

ARTICLE VI

NONCUMULATIVE VOTING

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by said shareholder for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote, but no shareholder shall be entitled to cumulate his vote.

ARTICLE VII

MANAGEMENT

7.1 **Board of Directors.** This Corporation shall be managed by a Board of Directors, the number of which shall be fixed by the Bylaws.

7.2 **Original Directors.** The names and mailing addresses of the Directors selected to serve as such until the first shareholder's meeting or until their successors are chosen and qualified are as follows:

NASSER SHADMAN
108 E. Hanley Avenue
Dalton Gardens, ID 83815

ROBI MANLEY
2017 N. Lincoln Street
Post Falls, ID 83854

ARTICLE VIII

MEETINGS

8.1 Annual Meetings. The annual meetings of shareholders and directors shall be held at such time and at such place s may be provided in the Bylaws.

8.2 Special Meetings. Special meetings or shareholders and directors may be held upon such notice and at such time and place as may be provided by the Bylaws. The Board of Directors may meet and transact business of this Corporation at any place within or without the state of Idaho.

8.3 Approval of Minutes and Resolutions. Minutes or resolutions approved in writing by all of the shareholders or by all the directors shall be value and effectual as if they had been passed or adopted at a meeting for the shareholders or of the directors, duly called and constitute

ARTICLE IX

BYLAWS

The Board of Directors shall have the authority to make and alter the Bylaws, subject to the power of the shareholders to amend and repeal them. The Board of Directors shall not make or alter any Bylaws fixing their compensation, qualifications, classifications or terms of office. No amendment to the Bylaws shall be made that alters or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE X

TRANSACTIONS WITH INTERESTED PARTIES

This Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities, in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as through such adverse interests did not exist, even though the vote, action or presence of such director, officer, or shareholder may be necessary to obligate the Corporation, upon such

contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer, or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by such person through any such contract or transaction; provided that, in the case of directors and officers of the Corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of this Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any Corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that Corporation.

ARTICLE XII

INDEMNIFICATION

To the fullest extent now or hereafter provided by applicable law, any person may, and directors and officers shall, be indemnified or reimbursed by the Corporation for reasonable expenses (including attorney's fees) actually incurred in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative to which he or she shall be made a party or threatened to be made a party by reason of his or her being or having been a director, officer, employee or agent of the Corporation or of any firm, corporation, employee benefit plan or other organization which he or she served in any such capacity at the request of the corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his or her heirs, executor or administrators may be entitled as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such persons. The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance of the purpose of indemnifying its directors, officers, and other employees and agents. Such insurance may but not, be for the benefit of all directors, officers, employees or agents.

ARTICLE XIII

INCORPORATOR'S NAME AND ADDRESS

The name and address of the incorporate of this Corporation is as follows:


NASSER SHADMAN
108 E. Hanley Avenue
Dalton Gardens, ID 83815

ARTICLE XIV

LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (1) acts or omissions involving intention misconduct by the director or a knowing violation of law by the director, (2) conduct violating the Idaho Business Corporation Act, or (3) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.


IN WITNESS WHEREOF, NASSER SHADMAN, the undersigned incorporator, has executed these Articles of Incorporation in duplicate, having signed and sealed same the same and each of them on the 4th day of Nov., 1998.


NASSER SHADMAN,
Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this day, personally appeared before me NASSER SHADMAN, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation and acknowledged that he signed the same as his free and voluntary act and deed, and for the uses and purposes therein mentioned.


GIVEN under my hand and official seal this 4 day of November, 1998.


NOTARY PUBLIC in and for the State of
~~Idaho~~ Washington, Residing at Coverdale
My Commission Expires: 3/3/99

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, NASSER SHADMAN, do hereby consent to serve as registered agent for this Corporation.

DATED this 4th day of November, 1998.



NASSER SHADMAN
108 E. Hanley Avenue
Dalton Gardens, ID 83815
Phone: (208) 762-2639