

State of Idaho

Department of State

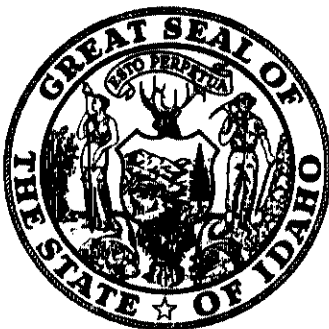
CERTIFICATE OF INCORPORATION OF

DESPER AUTO INVESTMENTS, 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: April 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

DESPER AUTO INVESTMENTS, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Desper Auto Investments, Inc.

ARTICLE II.

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

ARTICLE III.

This corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, which may include, but is not limited to the operation of property management, rentals, land and equipment acquisition, public and retail sales and service, personal service contracts, professional services, business and wholesale marketing.

ARTICLE IV.

The total number of shares of the corporation shall consist of 1000 shares of common stock. No par value is

LAW OFFICES

P.O. BOX 907

1323 MICHIGAN ST.

SANDPOINT, IDAHO 83864-0852

208-263-0534

FAX #: 208-263-5344

attached to the shares. All shares shall be of one class denoted Common Stock. Each share is entitled to One (1) vote.

ARTICLE V.

There are no provisions denying preemptive rights.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are to be set forth in the By-Laws of the corporation.

ARTICLE VII.

The address of the initial registered office of the corporation is P.O. Box 681, Sagle, Idaho 83860, and the name of the initial registered agent at such address is: James R. Herrmann.

ARTICLE VIII.

Two directors shall constitute the initial Board of Directors of the corporation. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of shareholders or until their successor or successors qualify are:

James R. Herrmann
3975 Herrmann Lake Road
Sagle, ID 83860

Mark D. Hardesty
1010 Talache Road
Sagle, ID 83860

ARTICLE IX.

The name and address of the incorporator of this

corporation is:

James R. Herrmann
3975 Herrmann Lake Road
Sagle, ID 83860

Mark D. Hardesty
1010 Talache Road
Sagle, ID 83860

These foregoing Articles of Incorporation are dated and
executed this 2nd day of April, 1993.


JAMES R. HERRMANN


MARK D. HARDESTY

STATE OF IDAHO

County of Bonner

} ss.

On this 2nd day of April, 1993, before me, the
undersigned Notary Public in and for said State, personally
appeared JAMES R. HERRMANN, known 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 seal
the day and year last above written.


NOTARY PUBLIC State of Idaho
Residing at: Jan Opert
Commission expires: 12/12/97


STATE OF IDAHO

County of Bonner

} ss.

On this 2nd day of April, 1993, before me, the undersigned Notary Public in and for said State, personally appeared MARK HARDESTY, known 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 seal the day and year last above written.


NOTARY PUBLIC - State of Idaho
Residing at: Star Spent
Commission expires: 12/19/97

ARTICLES OF INCORPORATION - 4.