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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC.**

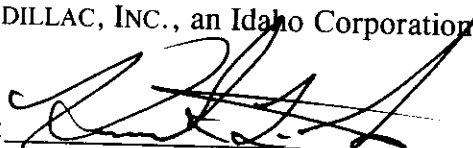
The Amended and Restated Articles of Incorporation of DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC. (the "Corporation"), contain amendments to the Articles of Incorporation which were adopted by the shareholders of the corporation on the date set forth below. Pursuant to the provisions of Idaho Code § 30-1-1007(4), the corporation certifies as follows:

1. The name of the corporation is DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC.
2. The corporation has amended its Articles of Incorporation as follows: The current Articles are deleted in their entirety and replaced with new Articles I through XIII. The text of the Amended and Restated Articles of Incorporation as adopted is attached to this Certificate and by this reference made a part hereof.
3. The foregoing amendments were adopted by the shareholders of the corporation at a special meeting of the shareholders and directors held on April 28, 1999, pursuant to the Idaho Business Corporation Act, as follows:

SHARES OUTSTANDING:	SHARES ENTITLED TO VOTE:	VOTING FOR:	VOTING AGAINST:
<u>105,000</u>	<u>100%</u>	<u>100%</u>	<u>0%</u>

DATED this 28th day of April, 1999.

DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC
CADILLAC, INC., an Idaho Corporation

By: 

KENNETH L. SMITH, PRESIDENT

IMMEDIATE SECRETARY OF STATE
05/11/1999 09:00
CX: 3919 CT: 44531 IN: 215614
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC.**

* * * * *

The undersigned, DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC., an Idaho corporation, pursuant to the vote of its shareholders at a special meeting of the shareholders and directors held on April 28, 1999, hereby amends and restates its articles of incorporation, in their entirety, to:

- (1) Modify the corporate purpose;
- (2) Modify and clarify the capital structure;
- (3) Deny preemptive rights;
- (4) Prevent cumulative voting of shares;
- (5) Provide for indemnification and limited liability of directors;
- (6) Allow transactions with interested parties under certain conditions; and
- (7) Provide for future modification of the bylaws and the articles of incorporation; as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry on any lawful business for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

ARTICLE IV CAPITALIZATION

The aggregate number of shares this corporation shall have the authority to issue shall be:

- (a) 10,500 shares of non-assessable voting common stock having \$1.00 par value; and
- (b) 94,500 shares of non-assessable nonvoting common stock having \$1.00 par value.

Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; provided, however, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and nonvoting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described in Idaho Code § 30-1-1004, or would otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

ARTICLE V NO PREEMPTIVE RIGHTS

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VI NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

**ARTICLE VIII
REGISTERED OFFICE**

The name and address of the registered agent of the corporation are:

H. JAMES MAGNUSON
816 SHERMAN AVENUE
P.O. Box 2288
COEUR D'ALENE, IDAHO 83814

**ARTICLE IX
BOARD OF DIRECTORS**

There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the board of directors.

**ARTICLE X
AMENDMENT OF BYLAWS**

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE XII
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XIII
TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does 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.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

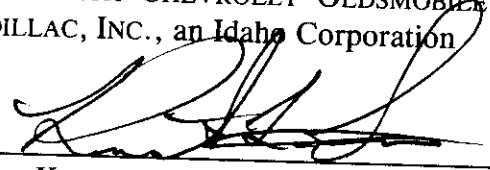
Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

The undersigned, president and secretary of DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC CADILLAC, INC., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by the shareholders of this corporation at a special meeting of the shareholders and directors held on April 28, 1999, as follows:

SHARES OUTSTANDING:	SHARES ENTITLED TO VOTE:	VOTING FOR:	VOTING AGAINST:
<u>105,000</u>	<u>100%</u>	<u>100%</u>	<u>0%</u>

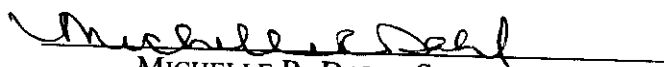
IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of April, 1999.

DAVE SMITH CHEVROLET OLDSMOBILE PONTIAC
CADILLAC, INC., an Idaho Corporation

By: 

KENNETH L. SMITH, PRESIDENT

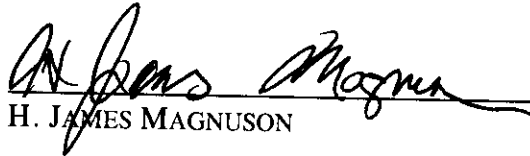
ATTEST:


MICHELLE R. DAHL, SECRETARY

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, H. JAMES MAGNUSON hereby consent to serve as Registered Agent in the State of Idaho for the above named corporation, to accept service of process in behalf of the corporation, to forward license renewals and other mail to the corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the registered office address.

DATED the 28 day of April, 1999.


H. JAMES MAGNUSON