

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

INDEPENDENT DEALER SERVICES, INC.

File number C 118239

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INDEPENDENT DEALER SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to INDEPENDENT DEALER SERVICES, INC. to transact business in this State under the name INDEPENDENT DEALER SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 12, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho


The undersigned Corporation applies for a Certificate of Authority and states as follows **FEB 12 10 49 AM '97**

1. The name of the corporation is Independent Dealer Services, Inc. **SECRETARY OF STATE
STATE OF IDAHO**
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Missouri
4. Its date of incorporation is 4/8/94 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1795 Clarkson Road, St. Louis, Missouri 63017
6. The address to which correspondence should be addressed, if different than item 5, is _____
c/o Jerome Baer, 123 North Wacker Drive, 26th Floor, Chicago, Illinois 60606
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of <u>directors and officers</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 1/30/97

Independent Dealer Services, Inc.
(Corporation name)
By 
Its President, Vice President, Secretary or Assistant Secretary
(please specify)
Arlene Jeschke

Secretary of State use only **IDAHO SECRETARY OF STATE**
DATE 02/12/1997
0900 63449 2
CK #: 10704749 CUST# 21069
AUTH PRO 1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00
EXPEDITE C 1@ 20.00= 20.00
#: C

INDEPENDENT DEALER SERVICES, INC.
List of Officers and Directors

NAME OF OFFICER AND/OR DIRECTOR	OFFICE(S) AND/OR DIRECTORSHIP	BUSINESS ADDRESS
David L. Cole	Director and Chairman	123 North Wacker Dr. Chicago, IL 60606
Thomas M. Timmerman	Director, Chief Executive Officer and President	1795 Clarkson Road St. Louis, MO 63017
Arlene Hardy	Treasurer	123 North Wacker Dr. Chicago, IL 60606
Arlene Jeschke	Secretary - Law	123 North Wacker Dr. Chicago, IL 60606
Gregg J. Davis	Vice President	123 North Wacker Dr. Chicago, IL 60606
Jerome S. Hanner	Vice President and Assistant Secretary - Law	123 North Wacker Dr. Chicago, IL 60606
Samuel F. Licitra	Vice President	123 North Wacker Dr. Chicago, IL 60606
Catherine M. Lyczko	Assistant Secretary - Law	123 North Wacker Dr. Chicago, IL 60606
James A. Mahoney, Jr.	Vice President	123 North Wacker Dr. Chicago, IL 60606
Ronald D. Markovits	Vice President	123 North Wacker Dr. Chicago, IL 60606
Jack McDonnell	Vice President and Controller	123 North Wacker Dr. Chicago, IL 60606
Kevin P. O'Brien	Director and Vice President	123 North Wacker Dr. Chicago, IL 60606
Robert F. Shepard	Director and Vice President	123 North Wacker Dr. Chicago, IL 60606
Steven M. Wideman	Vice President	1795 Clarkson Road St. Louis, MO 63017

STATE OF MISSOURI



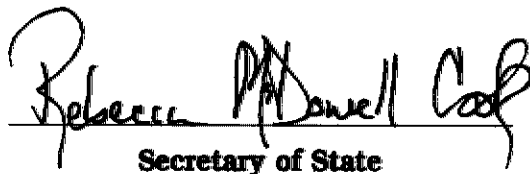
Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
INDEPENDENT DEALER SERVICES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 8TH DAY OF APRIL, 1994, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 10TH DAY OF FEBRUARY, 1997.


Secretary of State

