

**CERTIFICATE OF INCORPORATION
OF**

ENGINE AND MARINE SPECIALTIES, LTD.

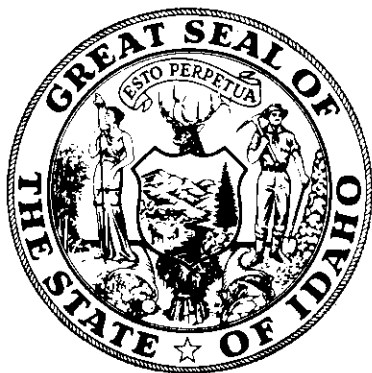
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ENGINE AND MARINE SPECIALTIES, LTD.

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: **August 6, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Aug 6 10 59 AM '84

ARTICLES - ENGINE AND MARINE SPECIALTIES, LTD. STATE

PAGE 1

ARTICLES OF INCORPORATION

OF

ENGINE AND MARINE SPECIALTIES, LTD.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, LARRY J. GEORGE AND DELLA FAY GEORGE, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES TOGETHER AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

THE NAME OF THE PROPOSED CORPORATION IS ENGINE AND MARINE SPECIALTIES, LTD.

ARTICLE 2.

PURPOSES AND OBJECTS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

FOR AUTOMOTIVE REPAIRS, ENGINE REPAIRS, ENGINE REBUILDING, HIGH PERFORMANCE ENGINE SPECIALTY WORK, MARINE ENGINE AND SPECIALTY WORK AND ANYTHING ELSE IN ANYWISE RELATED TO AUTOMOTIVE OR MARINE BUILDING, REBUILDING OR SPECIALTY WORK.

SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.

UDELL and ELAM

ATTORNEYS AND COUNSELORS AT LAW
300 LENORA STREET
P.O. BOX 1300A McCall, IDAHO 83638
PHONE (208) 634-2108 or (208) 634-2100

ARTICLES - ENGINE AND MARINE SPECIALTIES, LTD.

PAGE 2

SECTION 2.03

TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION; TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFOR AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.

SECTION 2.05

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOOD-WILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

SECTION 2.06

TO ENTER INTO ANY CONTRACT, CO-OPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICE AS THE DIRECTORS MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

ARTICLES - ENGINE AND MARINE SPECIALTIES, LTD.

PAGE 3

SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT

SECTION 4.01

REGISTERED OFFICE

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS ROUTE 1, BOX 114C, MC CALL, IDAHO, 83638.

SECTION 4.02

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS LARRY J. GEORGE, WITH AN ADDRESS OF ROUTE 1, BOX 114C, MC CALL, IDAHO 83638

ARTICLE 5.

CAPITAL STOCK

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS

ARTICLES - ENGINE AND MARINE SPECIALTIES, LTD.

PAGE 4

25,000. THE AGGREGATE PAR VALUE OF THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00), WHICH IS NON-ASSESSABLE. PAR VALUE SHALL BE TEN AND NO/100 DOLLARS (\$10.00) PER SHARE.

ARTICLE 6.

CLASSES OF STOCK

THE STOCK OF THE CORPORATION IS DIVIDED INTO 25,000 SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

ARTICLE 7.

DIRECTORS

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BY-LAWS BUT NOT LESS THAN ONE (1) DIRECTOR. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

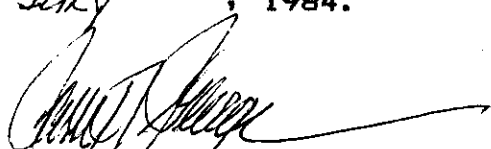
ARTICLE 8.

THE NAME AND ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

LARRY J. GEORGE
RT. 1, BOX 114C
MC CALL, IDAHO 83638 1 SHARE;

DELLA FAY GEORGE
RT. L BOX 114C
MC CALL, IDAHO 83638 1 SHARE;

DATED THIS 31ST DAY OF JULY, 1984.


LARRY J. GEORGE

UDELL and ELAM
ATTORNEYS AND COUNSELORS AT LAW
300 LENORA STREET
P.O. BOX 1300A McCall, IDAHO 83638
PHONE (208) 634-2108 or (208) 634-2100

ARTICLES - ENGINE AND MARINE SPECIALTIES, LTD.

PAGE 5

Della Fay George
DELLA FAY GEORGE

STATE OF IDAHO)
(SS.
COUNTY OF VALLEY)

ON THIS 31st DAY OF *July*, 1984, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY
APPEARED LARRY J. GEORGE, KNOWN TO ME TO BE THE PERSON WHO
EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND
ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME AS HIS OWN FREE
AND AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS
CERTIFICATE FIRST ABOVE WRITTEN.

Shannon Zellers
NOTARY PUBLIC FOR IDAHO
RESIDING AT MC CALL, IDAHO

STATE OF IDAHO)
(SS.
COUNTY OF VALLEY)

ON THIS 31st DAY OF *July*, 1984, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY
APPEARED DELLA FAY GEORGE, KNOWN TO ME TO BE THE PERSON WHO
EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND
ACKNOWLEDGED TO ME THAT SHE EXECUTED THE SAME AS HER OWN FREE
ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS
CERTIFICATE FIRST ABOVE WRITTEN.

Shannon Zellers
NOTARY PUBLIC FOR IDAHO
RESIDING AT MC CALL, IDAHO