

**CERTIFICATE OF INCORPORATION
OF**

HADLEY'S HOUSE OF WHEELS, 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: **August 5, 1988**



SECRETARY OF STATE

by: _____

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION '88 AUG 5 PM 1 53
OF
HADLEY'S HOUSE OF WHEELS, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I. NAME

The name of the corporation is HADLEY'S HOUSE OF WHEELS, INC.

II. DURATION

The period of its duration is perpetual.

III. PURPOSES

The purpose or purposes for which this corporation is organized are the wholesale and retail sale of automobiles and related services and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV. STOCK

The aggregate number of shares which this corporation shall have the authority to issue is One Thousand (1,000) shares common voting stock at \$100.00 per share, par value.

V. PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The address of the initial registered office of the

corporation is 505 North Fifth, Pocatello, Idaho 83201, and the name of its initial registered agent at such address is Scott Hadley.

VI. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| | | |
|-----------------|---------------------------------------|-------|
| Hugh Hadley | 446 Fairway Drive Pocatello, Idaho | 83201 |
| Victoria Hadley | 446 Fairway Drive Pocatello, Idaho | 83201 |
| Scott Hadley | 1841 Derby Pocatello, Idaho | 83201 |
| Diane Hadley | 1841 Derby Pocatello, Idaho | 83201 |

VII. INCORPORATORS

The name and address of each incorporator is:

| | | |
|-----------------|---------------------------------------|-------|
| Hugh Hadley | 446 Fairway Drive Pocatello, Idaho | 83201 |
| Victoria Hadley | 446 Fairway Drive Pocatello, Idaho | 83201 |
| Scott Hadley | 1841 Derby Pocatello, Idaho | 83201 |
| Diane Hadley | 1841 Derby Pocatello, Idaho | 83201 |

DATED this 30 day of July, 1988.

Hugh Hadley
Hugh Hadley

Diane Hadley
Diane Hadley

Scott Hadley
Scott Hadley

Victoria Hadley
Victoria Hadley

STATE OF IDAHO)
County of Bannock) ss

On this 30 day of July, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared HUGH HADLEY, 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 affixed my official seal the day and year in this certificate first above written.

(SEAL)

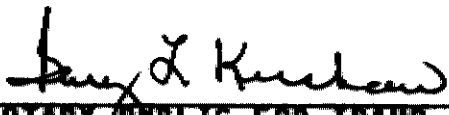
Darryl L. Kershaw
NOTARY PUBLIC FOR IDAHO
Residing at LOCATELLO, ID.
Commission Expires: 2-8-94

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 30 day of July, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared VICTORIA HADLEY, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)




NOTARY PUBLIC FOR IDAHO
Residing at Pocatello Id.
My Commission Expires: 2-8-94

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 30 day of July, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared SCOTT HADLEY, known or identified 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 affixed my official seal the day and year in this certificate first above written.

(SEAL)



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello Id.
My Commission Expires: 2-8-94

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 30 day of July, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DIANE HADLEY, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Ray Kershaw
NOTARY PUBLIC FOR IDAHO
Residing at POCATELLO Id.
My Commission Expires: 2-8-94