



CERTIFICATE OF INCORPORATION
OF

B & G TIRE, INC.

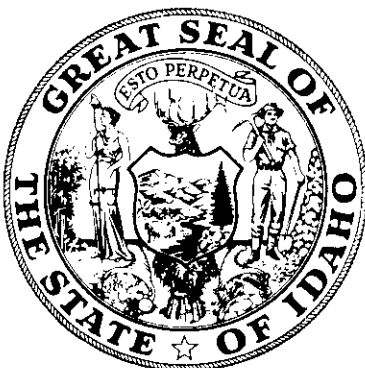
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

B & G TIRE, INC.

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: *November 8, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
B & G TIRE, INC.

The undersigned natural persons being of legal age, acting as incorporators under the provisions of the Idaho Business Corporations Act adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is B & G Tire, Inc.

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation shall be \$50,000.00 divided into 50,000 shares of a par value of \$1.00 per share and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

ARTICLE V

PREEMPTIVE RIGHTS

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash. This right shall be deemed

waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI

SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS

5.1. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its shareholders. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of the holders of 66 2/3% of the shares outstanding shall be necessary to exercise the power. The bylaws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

5.2. Amendment of Articles The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 66 2/3% of the total shares of the corporation.

5.3. Quorum In all cases where a quorum of shareholders is required by statute or bylaw, the holders of 50% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 265 Northgate Mile, Idaho Falls, Idaho. The name of the initial registered agent is Robert K. Lallatin.

ARTICLE VIII

BOARD OF DIRECTORS

The initial board of directors shall consist of the following who shall serve as directors until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

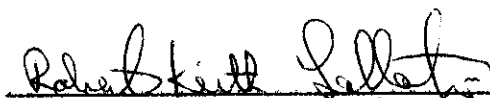
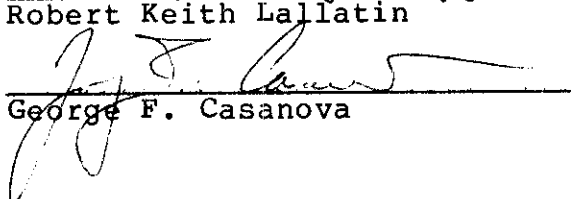
Robert K. Lallatin	6708 Derek Lane Idaho Falls, Idaho 83401
Stephonie Ann Lallatin	6708 Derek Lane Idaho Falls, Idaho 83401
George F. Casanova	5090 Comish Idaho Falls, Idaho 83401
Judy Casanova	5090 Comish Idaho Falls, Idaho 83401

ARTICLE IX.
INCORPORATORS

The names and addresses of the incorporators of the corporation are:

Robert K. Lallatin	6708 Derek Lane Idaho Falls, Idaho 83401
George F. Casanova	5090 Comish Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation, executes these Articles of Incorporation in triplicate and certify to the truth of the facts therein stated this _____ day of November, 1982.


 Robert Keith Lallatin

 George F. Casanova

STATE OF IDAHO)
) ss.
County of Bonneville)

On this _____ day of November, 1980, before me, the undersigned Notary Public for the State of Idaho, personally appeared Robert Keith Lallatin, Stephonie Ann Lallatin, George F. Casanova and Judy Casanova, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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)

1969o

Notary Public for State of Idaho
Residing at Idaho Falls, Idaho
My Commission is permanent