



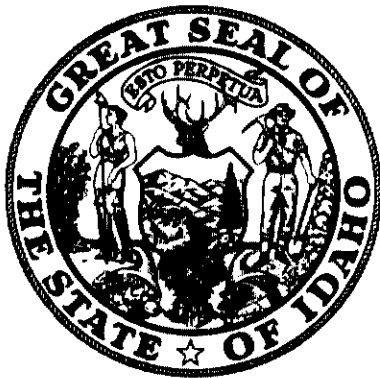
**CERTIFICATE OF INCORPORATION
OF**

JERRY'S AUTO CLINIC, 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: December 28, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hatcher*

ARTICLES OF INCORPORATION

87 DEC 28 AM 9 03

OF

JERRY'S AUTO CLINIC, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, JERRY L. DAVIS and ROSELLE (ROSIE) DAVIS, both of whom are over the age of eighteen years, and whose names are hereunto subscribed, do under and pursuant to the provisions of the Idaho Business Corporation Act for the purpose of becoming a body corporate and carrying on all of the businesses hereinafter mentioned, and doing all things and acts necessary, convenient or beneficial thereto, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME:

The name of this corporation shall be JERRY'S AUTO CLINIC, INC.

ARTICLE II

PURPOSES:

The purposes for which this corporation is formed and the pursuits for which it may carry on, and shall engage in, are to perform general automotive and vehicle repair and general mechanical services, including sales of parts and incidental sales of vehicles and related services, and all other lawful acts or activities for which a corporation may be organized under the provisions of Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho, as the same now exists or is hereinafter amended.

ARTICLE III

REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation shall be JERRY'S AUTO CLINIC, INC., 240 Roosevelt, American Falls, ID 83211. The name and address of its authorized agent is Roselle Davis, 240 Roosevelt, American Falls, ID 83211.

ARTICLE IV

EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V

GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are such as may be provided by the by-laws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

ARTICLE VI

DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted and controlled by a Board of Directors composed of not less than two members. The incorporators, whose names are subscribed hereto and listed in Article VIII hereof shall act as the directors of this corporation until their successors have been regularly elected and qualified. The said directors shall establish terms of office, select officers and all other related matters in the by-laws.

ARTICLE VII

AUTHORIZED SHARES:

This corporation shall have authority to issue a total of 25,000 shares of capital stock of the par value of \$1,000 per share, all of these shares shall be of one class, and shall be designated as common stock.

ARTICLE VIII

INCORPORATORS:

The names and mailing addresses of the incorporators are as follows:

NAME:

JERRY L. DAVIS

ROSELLE DAVIS

ADDRESS:

3061 Garden Place
American Falls, ID 83211

3061 Garden Place
American Falls, ID 83211

ARTICLE IX

CORPORATE RESERVATIONS:

This Corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and power conferred herein are granted subject to this reservation.

ARTICLE X

INDEMNIFICATION:


Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.


ARTICLE XI

PRE-EMPTIVE RIGHTS:

There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, do hereby make this Certificate for the purpose of forming a corporation pursuant to the General Business Corporation Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereto set our hands and seals this 23rd day of December, 1987.


JERRY L. DAVIS


ROSELLE DAVIS

STATE OF IDAHO)
) SS
County of Power)

On this 23rd day of December, 1987, before me the undersigned, a Notary Public in and for said County and State, personally appeared JERRY L. DAVIS and ROSELLE DAVIS, 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.

Notary Public for Idaho
Residing at American Falls, ID