

State of Idaho



CERTIFICATE OF MERGER OR CONSOLIDATION

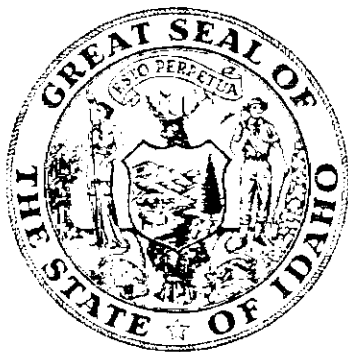
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of BOB RICE FORD LEASING COMPANY

into BOB RICE FORD, INC.

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 Merger and attach hereto a duplicate original of the Articles of Merger

Dated March 30, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF BOB RICE FORD LEASING COMPANY
INTO BOB RICE FORD, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

Exhibit "A" attached hereto and made a part hereof.

SECOND: As to each of the undersigned corporations, the number of shares outstanding is as follows:

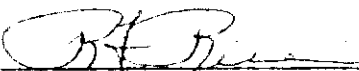
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Bob Rice Ford, Inc.	1060
Bob Rice Ford Leasing Company	451

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, is as follows:

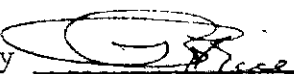
<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Bob Rice Ford, Inc.	1060	0
Bob Rice Ford Leasing Company	451	0

DATED This 29th day of March, 1984.

BOB RICE FORD, INC.

By 
Robert L. Rice, President

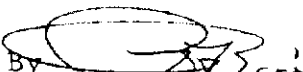
and

By 
Robert F. Rice, Secretary

BOB RICE FORD LEASING COMPANY

By 
Robert L. Rice, President

and

By 
Robert F. Rice, Secretary

STATE OF IDAHO

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)ss.

County of Ada

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I, Michael J. Haratyk, a notary public do hereby certify that on this 29th day of March, 1984, personally appeared before me Robert L. Rice, who, being by me first duly sworn, declared that he is the President of Bob Rice Ford, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Michael J. Haratyk
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO

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County of Ada

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I, Michael J. Haratyk, a notary public, do hereby certify that on this 29th day of March, 1984, personally appeared before me Robert L. Rice, who, being by me first duly sworn, declared that he is the President of Bob Rice Ford Leasing Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Michael J. Haratyk
Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER
OF BOB RICE LEASING COMPANY
INTO BOB RICE FORD, INC.

1. The names of the constituent corporations are Bob Rice Ford, Inc., (Bob Rice Ford), an Idaho corporation, and Bob Rice Ford Leasing Company (Bob Rice Ford Leasing), an Idaho corporation.

2. The name of the surviving corporation is Bob Rice Ford, Inc. (Bob Rice Ford), an Idaho corporation.

3. Bob Rice Ford Leasing shall be merged into Bob Rice Ford, which shall be the surviving corporation, such merger to be effective at 12:01 a.m., April 1, 1984, which is a date not more than thirty days subsequent to the filing of Articles of Merger with the Office of the Secretary of State of Idaho.

Upon the effectiveness of the merger:

(a) The outstanding common shares of Bob Rice Ford, \$100.00 par value, shall not be changed;

(b) Each issued and outstanding common share of Bob Rice Ford Leasing, \$1.00 par value, shall forthwith be converted into .9065164 share of Bob Rice Ford, \$100.00 par value, which shall thereupon be issued and outstanding and any fractional shares shall be paid for in cash;

(c) All common shares of Bob Rice Ford Leasing held in its treasury, if any, shall be cancelled and no shares issued in lieu thereof.

4. Anything herein to the contrary notwithstanding this Plan of Merger may be terminated and abandoned at any time prior to the filing of the Articles of Merger with the Office of the Secretary of State of Idaho.

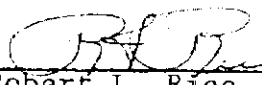
DATED this 29th day of March, 1984.

BOB RICE FORD, INC.

By 
Robert L. Rice, President

ATTEST: 
Secretary

BOB RICE FORD LEASING COMPANY

By 
Robert L. Rice, President

ATTEST: 
Secretary