

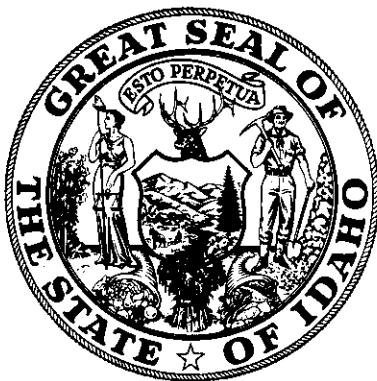
CERTIFICATE OF INCORPORATION  
OF

TWR JAGUAR SPORT OF NORTH AMERICA, 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: **September 13, 1985**



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

\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
TWR JAGUAR SPORT OF NORTH AMERICA, INC.

RECEIVED  
SEC. OF STATE

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The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of this corporation is:

TWR Jaguar Sport of North America, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose of the corporation is to transact the business of the importation, marketing and sales of TWR Jaguar Sport vehicles, conversions, parts and accessories and all other businesses not forbidden by law.

ARTICLE IV.

The corporation shall have the authority to issue 1000 shares of stock, all of one class, no par value.

ARTICLES OF INCORPORATION 1.

#### ARTICLE V.

The method and manner of holding Shareholders' Meetings and Directors' Meetings, the authority and duties of each of the officers of the corporation, the method and manner of restricting the transfer of shares, and all other matters related to the management and control of the corporation shall be determined by the By-Laws of the corporation and the laws of the State of Idaho.

#### ARTICLE VI.

The address of the initial registered office of the corporation is 400 N. 4th St., Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is Hans Burkardt.

#### ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is three (3), 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:

John M. Woodhall  
2201 Fairway Drive  
Coeur d'Alene, ID 83814

Hans Burkardt  
400 N. 4th St.  
Coeur d'Alene, ID 83814

David R. Ducharme  
2110 Ironwood Parkway, Suite 216  
Coeur d'Alene, ID 83814

ARTICLE VIII.

The name and address of the incorporator is:

John M. Woodhall  
2201 Fairway Drive  
Coeur d'Alene, ID 83814

DATED September 10<sup>th</sup>, 1985.

  
Incorporator