

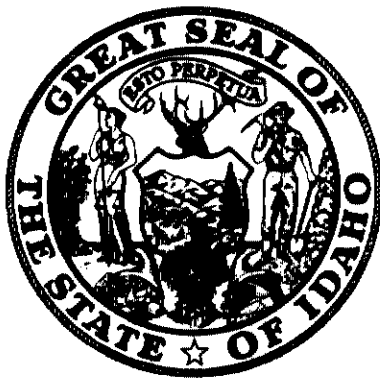
CERTIFICATE OF INCORPORATION
OF

AUTOMOTIVE TECHNOLOGIES, 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: April 12, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

APR 12 3 44 PM '89
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
AUTOMOTIVE TECHNOLOGIES, INC.**

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

I.

The name of the corporation shall be AUTOMOTIVE TECHNOLOGIES, INC.

II.

This corporation is formed and organized for the following purposes and objects:

(A) To own, operate, maintain and engage in the business of operating an automobile parts, service and repair business and licensing franchise operations thereof for the purpose of making profit in the County of Ada, State of Idaho, and at such other location or locations as may be determined by the Board of Directors of this corporation; purchase, acquire, sell and produce automobile parts, service and repair and related products, and license franchise operations; to develop, market,

promote, solicit and provide automobile parts, service and repair and related products, and to license franchise operations to every nature and kind of business entity in both the private and public sector; to do all and everything necessary and proper for the accomplishment of any of the purposes, objectives or powers set forth herein either along or in conjunction with other corporations, firms or individuals, principals or agents, and do every other act incidental to the purposes, objectives or powers as is lawfully permitted corporations under the laws of the State of Idaho;

(B) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(C) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(D) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of

capital stock, script, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or associate, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges or ownership, including the right to vote thereon;

(E) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof;

(F) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(G) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided however that this corporation may not use any of its funds or property for that purchase of its own common stock when such use would cause any impairment of the

capital of this corporation, and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(H) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all management and carrying on of such business;

(I) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purposes permitted by law;

(J) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, or could do, as principals, agents, contractors, trustees or otherwise, and either along or in connection with any person, firm, association or corporation; and

(K) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws

of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided however, that nothing contained herein shall be deemed to restrict or prevent the corporation from carrying on any business or exercising any power or doing any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof, or supplement thereto, or substitute therefor, may at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive or paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

III.

This corporation shall have perpetual existence.

IV.

The location and post office address of the registered office of the corporation shall be 2061 Broadway Ave., Boise,

Idaho 83706. The registered agent of the corporation who may be found at that address is David H. Windom.

V.

The amount of capital stock of this corporation shall be and is 50,000 shares of common stock without par value, which stock shall not be issued until fully paid for and once so issued shall be non-assessable. The shares of common stock of the corporation shall be restricted in their transfer as provided in the By-Laws of the corporation.

VI.

The affairs of the corporation are to be conducted by a Board of Directors of at least one but no more than five members, or as provided in the Bylaws. The number of Directors constituting the initial Board of Directors of the corporation is five and the names and addresses of the persons who are to serve as such Directors until the first annual meeting of shareholders or until the successors to said initial Directors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
David H. Windom	2329 S. Ridgeview Way, Boise, ID 83712
Robert E. Williams	1622 Bedford Dr., Boise, ID 83706
Patrick J. Marron	1202 W. State, Boise, ID 83702
Hermis Sparks	1218 Caldwell Blvd., Nampa, ID 83651
Frank W. Bright	5266 S. Chaps Place, Boise, ID 83709

VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

VIII.

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

IX.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

X.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

XI.

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he

were not such director or officer of such other corporation or not so interested.

XII.


The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders represented in person or any proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of said State of Idaho otherwise provide.

XIII.

The name and address of each incorporator is:

David H. Windom
2329 S. Ridgeview Way
Boise, Idaho 83712

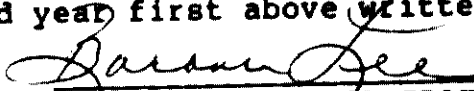
IN WITNESS WHEREOF, I have hereunto set my hand this 7
day of April, 1989.


DAVID H. WINDOM
2329 S. Ridgeview Way
Boise, ID 83712

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of April, 1989, before me the undersigned, a Notary Public in and for said State, personally appeared David H. Windom, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he was an adult over the age of eighteen years and a citizen of the United States of America.

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



NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
My commission expires: 7/28/94