



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

ROCKY MOUNTAIN TOYOTA, LINCOLN-MERCURY, INC.

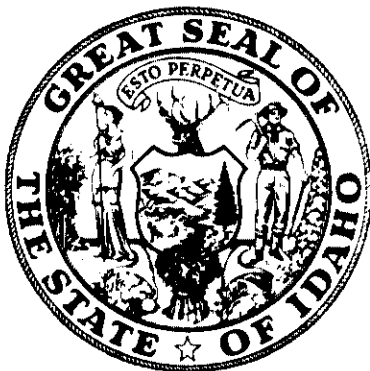
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

ROCKY MOUNTAIN TOYOTA, LINCOLN-MERCURY, 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ April 3, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AMENDED ARTICLES OF INCORPORATION OF
ROCKY MOUNTAIN TOYOTA, LINCOLN-MERCURY, INC.

We, the undersigned, President and Secretary of Rocky Mountain Toyota, Lincoln-Mercury, Inc., an Idaho corporation, being first duly sworn on oath, do hereby certify pursuant to Section 30-1-61, Idaho Code, and related provisions of the Idaho Code, that at a special meeting of the stockholders of the corporation, held March 1, 1989, the Articles of Incorporation of said corporation were amended to provide as hereinafter specifically set forth, and as so amended were duly adopted as the Articles of the corporation; that the only Article which was amended is set forth hereinafter, and is so designated by the word "amended", and the remaining Articles will be the same as set forth in the original Articles of Incorporation on file with the Secretary of State, in the State of Idaho, and we, the President and Secretary, respectively, were duly authorized and instructed by said stockholders to promptly prepare, file, certify and record the same as required by the General Business Corporation Act of the State of Idaho.

"ARTICLE III (AMENDED)

The purpose or purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, engaging in the business of insurance sales."

We further certify that as of the date of the adoption of the foregoing amendment to the Articles of Incorporation, there was one class of stock, that there were 1000 shares issued and outstanding

and eligible to vote, and that 1000 shares voted for the amendment,
and 0 shares voted against the amendment.


Larry Crnkovich, President

ATTEST:


Naola Crnkovich, Secretary

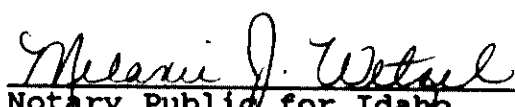
STATE OF IDAHO)

County of Bonneville)

ss:

I, MELANIE J. WETZEL, a notary public, do hereby certify
that on this 31st day of MARCH, 1989, personally appeared
before me, Larry Crnkovich, who, being by me first duly sworn,
declared that he is the President of Rocky Mountain Toyota,
Lincoln-Mercury, Inc., that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.

(SEAL)


Notary Public for Idaho
Residing at Idaho Falls, ID
My Commission Expires 1/3/92

STATE OF IDAHO)

County of Bonneville)

ss:

I, MELANIE J. WETZEL, a notary public, do hereby certify
that on this 31st day of MARCH, 1989, personally appeared
before me, Naola Crnkovich, who, being by me first duly sworn,
declared that she is the Secretary of Rocky Mountain Toyota,
Lincoln-Mercury, Inc., that she signed the foregoing document as
Secretary of the corporation, and that the statements therein
contained are true.

(SEAL)


Notary Public for Idaho
Residing at Idaho Falls, ID
My Commission Expires 1/3/92