



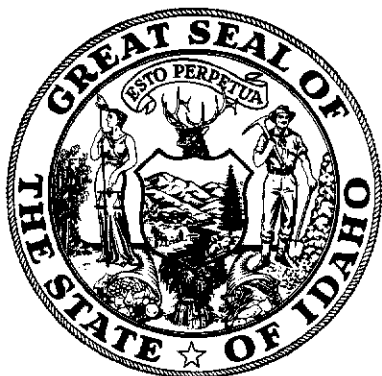
CERTIFICATE OF INCORPORATION
OF

ALL TRAN TRANSMISSIONS AND AUTOMOTIVE, 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: June 1, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION
OF
ALL TRAN TRANSMISSIONS AND AUTOMOTIVE, INC.

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, Idaho Code 30-1-1, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be ALL TRAN TRANSMISSIONS AND AUTOMOTIVE, INC.

II.

The corporation shall have perpetual existence.

III.

The purposes for which this corporation is formed are as follows:

a. To provide for the operation of a business for the maintenance and repair of vehicles.

b. To purchase, sell, hold, acquire, own, mortgage, transfer, lease, exchange, trade or dispose of all types of equipment for any of the purposes aforesaid.

c. To purchase, sell, hold, acquire, own, mortgage, hypothecate, convey, improve, transfer, lease, exchange, trade, and dispose of real and personal property.

d. To invest the capital of the company for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the real or personal properties which may from time to time be acquired by the company.

e. To enter into, make, perform, and carry out contracts of every kind with any person, firm, association, corporation, private, public or municipal, or body politic with the Government of the United States, of any State, Territory or Colony thereof, or any foreign government.

f. To acquire the good will, rights, property, and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, on such terms as may be agreed on, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any of all of the business, assets and liabilities of any person, firm, association or corporation.

g. In general, but in connection with the foregoing, any generally related work providing referral care in incapacitated homes, and have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws of said state; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Company.

IV.

The address of the initial registered office of the corporation shall be 600 East Oak, Pocatello, Bannock County, Idaho 83205-4925. The name of the initial registered agent of the corporation who may be found at that address is Bryan K. Murray.

V.

The amount of the capital stock of this corporation shall be and is one thousand (1,000) shares of common stock, each with a par value of one dollar (\$1.00), making an aggregate stock of one thousand dollars (\$1,000.00), which stock shall not be issued until fully paid for and once so issued shall be nonassessible.

VI.

The name and mailing address of the Incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| KEN E. HANSEN | 312 Kurtwood Dr. Pocatello, ID 83204 |

VII.

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Ken E. Hansen | 312 Kurtwood Dr. Pocatello, ID 83201 |
| Loretta Hansen | 312 Kurtwood Dr. Pocatello, ID. 83204 |
| Elvin A. Hansen | 1153 South Meridian Blackfoot, Id. 83221 |

VIII.

The 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.

IX.

The number of directors of the corporation shall be as specified in the Bylaws, provided that the number of directors of the corporation shall not be fewer than the number required by the provisions of the Idaho Business Corporations Act, Idaho Code Section 30-1-101, et seq. In case the Board of Directors

amends the Bylaws of the corporation so as to increase 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 their successors, as elected at the next annual meeting of the stockholders, are qualified.

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 the Board may deem expedient and for the best interests of the corporation.

XI.

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 vote of the stockholders at any stockholder meeting except where the laws of the State of Idaho otherwise provide.

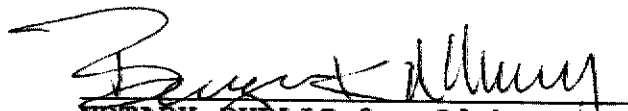
IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of MAY, 1987.


"Incorporator"

STATE OF IDAHO)
) ss.
County of Bannock)

On this 27 day of MAY, 1987, before me,
the undersigned, a Notary Public in and for the State,
personally appeared Ken E. Hansen, 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 is a
person over the age of eighteen (18) 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 Pocatello, Idaho

(SEAL)

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