



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MAP WAREHOUSE, INC.

was filed in the office of the Secretary of State on **April 5th**, 19 **78**

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Rupert, Idaho** in the county of **Minidoka**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **5th** day of **April**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MAP WAREHOUSE, INC.

WE, THE UNDERSIGNED, being three natural persons of full age, all of whom are natural citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1, Idaho Code, and other applicable laws of the State of Idaho.

FIRST

The name of the corporation is and shall be MAP Warehouse, Inc.

SECOND

The purposes of the corporation are as follows:

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To engage in the business of purchasing, selling, distributing, leasing and otherwise dealing in auto parts and accessories of every kind and description.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with goods, wares, and merchandise.

To act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce, or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To deal in stocks, bonds, or other securities, investments, including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire it's own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To likewise do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts

thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and post office address of the registered office of the corporation in the State of Idaho, is 617 D Street, Rupert, Idaho 83350.

FIFTH

The total authorized number of par value shares is 2,500. The aggregate par value of the total authorized number of par value shares is \$250,000.00. The stock of the corporation is of but one class: Common. Shares are non-assessable by or on behalf of the corporation.

SIXTH

The names and post office addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Jay L. McBride	Box L, Rupert, Idaho 83350	1
W. T. Goodman	717 7th St., Rupert, Idaho	1
Donald J. Chisholm	717 7th St., Rupert, Idaho	1

SEVENTH

The power to repeal and amend By-Laws and adopt new By-Laws shall rest with the Board of Directors by a majority vote of the Directors.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 31st day of March, 1978.


Jay L. McBride


W. T. Goodman

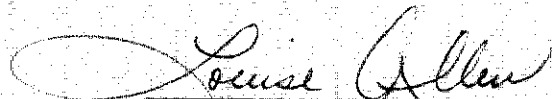

Donald J. Chisholm

STATE OF IDAHO)
) ss.
County of Minidoka)

On this 31st day of March, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared JAY L. McBRIDE, W. T. GOODMAN and DONALD J. CHISHOLM known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal the day and year in this certificate first above written.

(SEAL)



Notary Public
Residing at Rupert, Idaho
My Commission Expires: Life