

92221



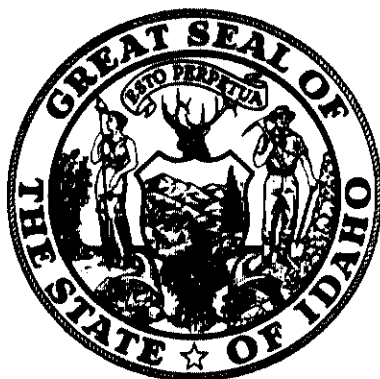
**CERTIFICATE OF INCORPORATION
OF**

EXCLUSIVE AUTOMOBILE CORPORATION

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: May 8, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
EXCLUSIVE AUTOMOBILE CORPORATION

MAY 8 2 40 PM '90
SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is EXCLUSIVE AUTOMOBILE CORPORATION

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purpose for which the corporation is organized is: automobile sales, leasing, repairs and maintenance as well as the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1,000,000. The stock shall have no par value.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders 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 convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 4914 Lakeview Place, Boise, Idaho 83703. The name of its registered agent is Allen W. Dowd.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Allen W. Dowd	4914 Lakeview Place, Boise, Idaho 83703

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Allen W. Dowd

4914 Lakeview Place, Boise, Idaho 83703

DATED this 5/7/90 day of May, 1990.

Allen W. Dowd

STATE OF IDAHO)

: ss.

County of Ada)

On this 25th day of April, 1989, before me, a Notary Public in and for said State, personally appeared Allen W. Dowd, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Sandra J. Adams
Notary Public for Idaho

Residing at: Boise, Idaho