

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

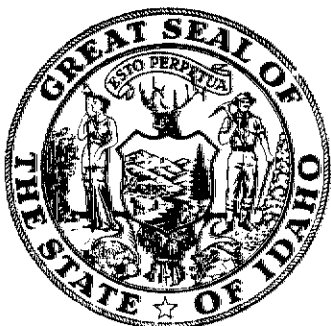
JLS AUTOMOTIVE, INC.

File number C 119615

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 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sipe*

ARTICLES OF INCORPORATION

OF

JLS AUTOMOTIVE, INC.

97 MAY 27 AM 9:19
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of this corporation is JLS AUTOMOTIVE, INC.

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, that a natural person might or could do or perform;

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To engage in the repair and service of automobiles, and other motorized vehicles, and the doing of any other business and contracting work incidental to or connected with such work;

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the address of the registered office of the corporation in the State of Idaho is Rt. 4, 6714 Main Street, Bonners Ferry, Idaho 83805.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is \$500.00 The stock shall be non-assessable, and divided into 500 shares with a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value is \$500.00.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

DIRECTORS and REGISTERED AGENT

The corporate powers of this corporation shall be vested in its Board of Two (2) directors, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors. Initial directors will be the incorporators as listed in Article VIII.

The initial registered agent is John Sanborn, Rt 4, 6714 Main Street, Bonners Ferry, Id. 83805.


VIII.

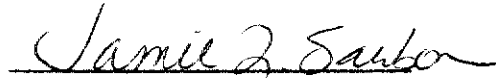
I N C O R P O R A T O R S

The Incorporators of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME	ADDRESS	CLASS	SUBSCRIPTION
John L. Sanborn	P O Box 817 Bonners Ferry, Idaho 83805	Common	one
Jamie L. Sanborn	P O Box 817 Bonners Ferry, Idaho 83805	Common	one

DATED this 22 day of May, 1997.


John L Sanborn


Jamie L Sanborn