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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

AUTOMOTIVE PROFESSIONALS, 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 9, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By Valerie Flint

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE PROFESSIONALS, INC. SEC. OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be Automotive Professionals, Inc.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To wholesale and retail automotive parts.
2. To transact any or all lawful business for which corporations may be incorporated under Idaho law.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 134 North State Street, Rigby, Idaho, 83442. The name of the registered agent is Neill C. Jensen, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 shares having no par value and shall be issued pursuant to Section 1244 of the Internal Revenue Code. Such stock is, and shall remain, non-assessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK SUBSCRIBED</u>
Neill C. Jensen	134 N. State St. Rigby, Idaho 83442	60 shares

Chris Leon Jensen	134 N. State St. Rigby, Idaho 83442	30 shares
Barbara Ann Jensen	134 N. State St. Rigby, Idaho 83442	10 shares

ARTICLE IX

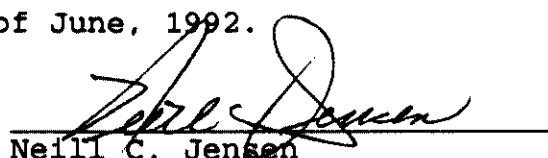
BOARD OF DIRECTORS

NAME	ADDRESS	TITLE
Neill C. Jensen	134 N. State St. Rigby, Idaho 83442	President
Chris Leon Jensen	134 N. State St. Rigby, Idaho 83442	Vice President
Barbara Ann Jensen	134 N. State St. Rigby, Idaho 83442	Secretary

ARTICLE X

INCORPORATORS

The name of the Incorporator is Neill C. Jensen. DATED in
duplicate original this 2 day of June, 1992.

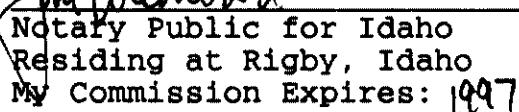

Neill C. Jensen

STATE OF IDAHO)
) ss
County of Jefferson)

On this 2nd day of June, 1992, before me, the undersigned,
a Notary Public in and for said State, personally appeared Neill C.
Jensen, known to me to be the person whose name is subscribed to
the foregoing Articles of Incorporation, 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 in this acknowledgement first above
written.

(Seal)


Notary Public for Idaho
Residing at Rigby, Idaho
My Commission Expires: 1997