

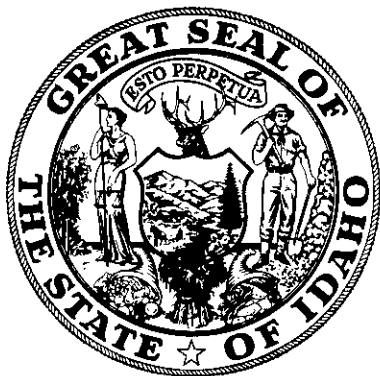
**CERTIFICATE OF INCORPORATION
OF**

BIZARRE AUTO AND CYCLE SALES, 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: **March 7, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa", is written over a horizontal line.

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

BIZARRE AUTO AND CYCLE SALES, INC. 85 MAR 7 PM 1 26

The undersigned, natural persons of the age of 21 years or more, acting as incorporators under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Bizarre Auto and Cyle Sales, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized or to operate are to operate and conduct the business of buying and selling automobiles, cycles, vehicles and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 50 shares, all of one class, without par value..

FIFTH: This corporation shall be a close corporation and after the first shares of this corporation's authorized shares have been issued, each holder of shares in this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within 30 days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights, and if such preemptive rights are not so exercised then the shares may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance

by the owners of not less than 75% of the outstanding shares at the time of such proposed sale or transfer.

SIXTH: Any other provisions of these Articles of Incorporation notwithstanding the corporation's issued stock, with the exception of treasury stock, shall be held of record by not more than 10 persons, or such other number as may be permitted, from time to time, to allow the corporation to qualify as a Subchapter S Corporation under the United States Internal Revenue Code. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

SEVENTH: The affairs of this corporation may be conducted by the stockholders acting in lieu of a board of directors. All matters coming before the stockholders shall be decided by vote of the owners of a majority of the outstanding shares of the corporation, treasury shares excepted.

The affairs of the corporation shall be conducted in accordance with an initial code of by-laws to be adopted by the shareholders and the power to amend or repeal the by-laws or to adopt a new code of by-laws shall be the shareholders but the affirmative vote of the holders of three-fourths of the shares outstanding shall be necessary to exercise that power. The code of by-laws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation, and may provide for the creation of and delegation of authority to a board of directors and/or to such officers or agent's as may, from time to time, be designated by the by-laws.

Meetings of shareholders of this corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the code of by-laws or by resolution of the shareholders.

EIGHTH: The address of the initial registered office of the corporation is 6001 W. State Street, Boise, Idaho 83702 and the name of its initial registered agent at such address is Edwin M. Mencer.

NINTH: The name and address of each incorporator is:

Dennis M. Mencer

13131 South Five Mile
Kuna, Idaho 83634

Edwin M. Mencer

6001 W. State Street
Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, execute these Articles and certify to the truth of the facts herein stated, this 26th day of February, 1985.

Dennis M. Mencer
Incorporator
Edwin M. Mencer
Incorporator

State of Idaho)
County of Ada) ss.

I, the undersigned, a Notary Public in and for said State, do hereby certify that on this 26th day of February, 1985, personally appeared before me Dennis M. Mencer and Edwin E. Mencer, who, being by me duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Dennis M. Mencer
Notary Public for Idaho
Residing at Boise, Idaho