



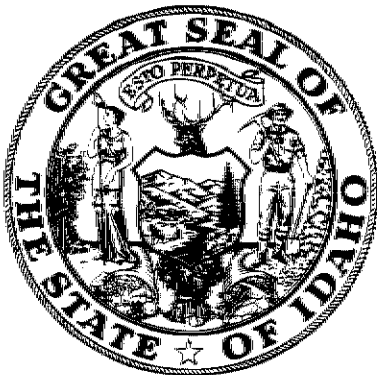
**CERTIFICATE OF INCORPORATION
OF**

DENNIS DILLON TRUCK & USED CAR CENTER, 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 24, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

DENNIS DILLON TRUCK & USED CAR CENTER, INC.

JUN 23 3 31 PM '86

STATE

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

ARTICLE I

The name of the corporation is Dennis Dillon Truck & Used Car Center, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under Idaho law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000, all of \$1.00 par value.

ARTICLE V

There are no provisions denying preemptive rights to shareholders.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are set forth in the By-Laws of the corporation adopted by the Board of Directors.

ARTICLE VII

The address of the initial registered office of the corporation is 3403 Arthur, Caldwell, Idaho, 83605 and the name of its initial registered agent at such address is Mr. James D. Gonsalves.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James D. Gonsalves	2777 S. Orchard, Boise, Idaho, 83705
Dennis E. Dillon	2777 S. Orchard, Boise, Idaho, 83705
R. John Insinger	407 W. Jefferson, Boise, Idaho, 83702

ARTICLE IX

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James D. Gonsalves	2777 S. Orchard, Boise, Idaho, 83705
Dennis E. Dillon	2777 S. Orchard, Boise, Idaho, 83705

DATED June 20, 1986.


JAMES D. GONSALVES



DENNIS E. DILLON

LETTER OF CONSENT

JUN 24 4 41 PM '86

I, the undersigned, President of Dennis Dillon Auto Park & Truck Center, Inc., hereby consent to the use of the name Dennis Dillon Truck & Used Car Center by said corporation.

DATED this 24 day of June, 1986.


DENNIS E. DILLON, President
Dennis Dillon Auto Park & Truck
Center

STATE OF IDAHO,)
 : ss.
County of Ada.)

On this 24th day of June, 1986, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Dennis E. Dillon, known to me to be the person whose name is subscribed to the within 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.


Notary Public for Idaho
Residing at Boise

