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State of Idaho

Department of State

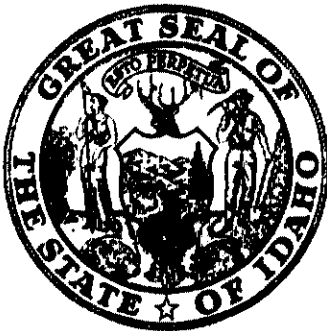
CERTIFICATE OF INCORPORATION OF

S & D AUTOMOTIVE, 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: December 09, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Dabner

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

91 DEC 9 AM 10 45

OF

S & D AUTOMOTIVE, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being a natural person of full age, a resident of the State of Idaho, and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Idaho Business Corporation Act, do hereby certify as follows:

1. Name. The name of the corporation is S & D Automotive, Inc.

2. Duration. The duration of the corporation shall be perpetual.

3. Purposes. The purposes of the corporation shall be:

(a) To own, operate and manage an automobile sales and service business.

(b) To engage in any and all types of business enterprises which the corporation may from time to time find necessary, desirable or convenient to do in connection with the general business of the corporation.

(c) To purchase, lease, own, sell, mortgage, sublease, or otherwise acquire or dispose of land, buildings, easements or property, both real and personal, including all types and kinds of equipment which are requisite for or are conveniently capable of being used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property rights or liabilities of any person, firm, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

(d) To purchase or acquire stock in other corporations, business rights or franchises or any other property of any type related to its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner,

1 including the issue and sale or other disposition of bonds,
2 debentures, notes or other evidence of indebtedness, and to
3 acquire by purchase, gift, or otherwise, shares of its own
4 corporate stock and cancel the same or any part thereof or
5 hold all or any of such stock for resale as treasury stock, or
6 for the purpose of making stock dividends to its shareholders,
7 and to restrict the transferability to its outstanding shares
8 to the extent reasonably necessary to protect the rights of
9 the corporation and its shareholders in any stock purchase,
10 contracts, or options that may be made between themselves or
11 any of them.

12 (e) To act as surety or creditor in any and all types of
13 engagement, including the power to execute, endorse and
14 deliver contracts and to guarantee the prompt and faithful
15 performance for payment of debts, notes, agreements, contracts
16 and undertakings of any other person, firm, partnership or
17 corporation, and to act as accommodation, co-maker or
18 guarantor on obligations either as primary or secondary
19 obligor.

20 (f) Without in any manner limiting any of the objects,
21 purposes or powers of the corporation, the business or purpose
22 of said corporation shall be from time to time to do any one
23 or more or all of the acts or things herein set forth.

24 (g) The several subdivisions contained in this paragraph
25 of purposes shall be construed as both purposes and powers and
26 the enumeration thereof shall not be held to limit or restrict
in any manner the general powers conferred on business
corporations by the laws of the State of Idaho, all of which
powers are hereby expressly claimed.

1 4. Registered Office. The registered office of said
2 corporation in the State of Idaho shall be located at 139 South Blue
3 Lakes, Twin Falls, Idaho, 83301, and the address of the registered
4 office of said corporation in the State of Idaho is 139 South Blue
5 Lakes, Twin Falls, Idaho, 83301. The registered agent of the
6 corporation is Steven Fahrenwald whose address is 139 South Blue
7 Lakes, Twin Falls, Idaho, 83301.

8 5. Capital Stock. The total authorized number of par
9 value shares of the corporation is 1,000 shares of common stock with
10 equal rights, and no par value.

1 6. Incorporators. The amount of capital stock of said
2 corporation which has been actually subscribed is one (1) share, and
3 the following is the name and address of the incorporator and the
4 one initial director and the number of shares subscribed.

Name of Incorporator & Initial Director	Address	No. of Shares Subscribed
Steven Fahrenwald	139 South Blue Lakes Twin Falls, ID 83301	1

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6
7
8
9 IN WITNESS WHEREOF, I have hereunto set my hand this
10 6th day of December, 1991.

11
12 *Steven Fahrenwald*
13 _____
14 STEVEN FAHRENWALD

15 STATE OF IDAHO)
16 County of Twin Falls) ss.

17 On this 6th day of December, 1991, before me, the
18 undersigned, a Notary Public in and for said County and State,
19 personally appeared STEVEN FAHRENWALD, known to me to be the person
20 whose name is subscribed to the within instrument, and acknowledged
21 to me that he executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and
23 affixed my official seal the day and year in this certificate first
24 above written.

25 *John S. Ritchie*
26 _____
27 NOTARY PUBLIC
28 Residing at: Twin Falls
29 My Commission Expires: 3/25/96

30 JOHN S. RITCHIE
31 ★ NOTARY PUBLIC ★
32 STATE OF IDAHO