

State of Idaho

Department of State

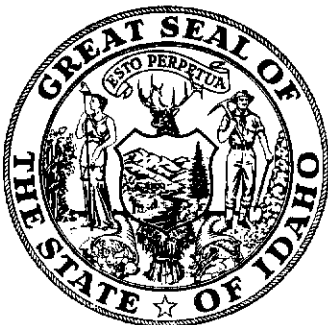
CERTIFICATE OF AMENDMENT OF

JADE AUTO CLINIC, INC.
File Number C 45535

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of JADE AUTO CLINIC, INC., changing the corporate name to JADE PROPERTIES, INC., duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delves*

FEB 21 9 02 AM '96
SECRETARY OF STATE
STATE OF IDAHO

RESTATED ARTICLES OF INCORPORATION

OF

JADE AUTO CLINIC, INC.

Pursuant to the resolution adopted by the Directors of this Corporation, and unanimously voted for by Wade G. Allred and Joan M. Allred, sole shareholders of the fifty shares of the only class of the Corporation's common stock, the Corporation's Articles of Incorporation are hereby restated, with the following paragraphs from the Corporation's original Articles of Incorporation, and Amended Articles of Incorporation, being amended as follows:

I.

That the name of this Corporation is JADE PROPERTIES, INC.

V.

The corporate powers, business and property of the company shall be exercised, conducted and controlled by a board of not less than two nor more than five directors, who shall be elected by the stockholders in accordance with the by-laws, and who shall have the power to repeal, amend and adopt new by-laws of and for the company, and to hold their meetings pursuant to the provisions of the by-laws, and at such places and at such times as the said Board of Directors may, by resolution direct, or by act of the Board, fix, both within and outside of the State of Idaho.

These restated Articles of Incorporation hereby correctly set forth without change the following paragraphs of the original and amended Articles, being Paragraphs II, III, IV, VI, VII, and VIII:

II.

This Corporation shall have perpetual existence.

RESTATED ARTICLES OF INCORPORATION
OF JADE AUTO CLINIC, INC.

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III.

That the address and principal office of this Corporation shall be 1359 Yellowstone Ave., Pocatello, Bannock County, Idaho, and that other offices for the transaction of the business of the Corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws shall provide.

IV.

The purposes for which this Corporation is formed are as follows:

- a. To purchase, own, sell, lease, improve, equip, operate and manage an automobile body shop and garage, and the paints, parts, tools, equipment and automobiles of every description, and engage in any pursuit or undertaking that has to do with automobiles.
- b. To purchase, sell, hold, acquire, own, mortgage, transfer, lease, exchange, trade or dispose of all types of equipment for any of the purposes aforesaid.
- c. To purchase, sell, hold, acquire, own, mortgage, hypothecate, convey, improve, transfer, lease, exchange, trade and dispose of real and personal property.
- d. To invest the capital of the company for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the real or personal properties from time to time acquired by the company.
- e. To enter into, make, perform and carry out contracts of every kind with any person, firm association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.
- f. To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, on such terms as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this Corporation or otherwise; to acquire and undertake any or all of the business, assets and liabilities of any person, firm association or corporation.

g. In general, but in connection with the foregoing, the company may carry on any other business, whether manufacturing, mining or otherwise, and have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws of said state; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

h. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other vehicles, and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles as above described, but not limited thereto.

VI.

That the amount of the authorized capital stock of this Corporation shall be FIVE THOUSAND (\$5,000) DOLLARS divided into FIFTY (50) SHARES of the par value of ONE HUNDRED (\$100) DOLLARS per share.

VII.

That the amount of said capital stock, i.e., FIVE THOUSAND (5,000) SHARES shall be non-assessable.

VIII.

That the amount of said capital stock that has been actually subscribed is THREE (3) SHARES, and the names and addresses of the persons who have subscribed therefor, and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Jack H. Lewis	925 Wilson, Poc., ID	1
Wade G. Allred	695 El Rancho, Poc., ID	1
Joan M. Allred	695 El Rancho, Poc., ID	1

That the foregoing named incorporators are all persons of full age, and fully competent, and that all of them are citizens of the United States of America. (Jack H. Lewis has since sold his shares in this Corporation to the Allreds.)

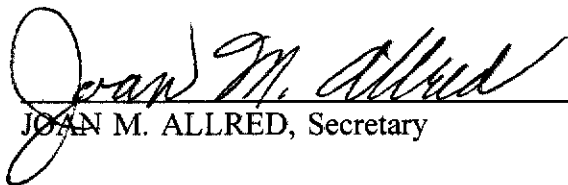
These restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 1st day of January, 1996.



WADE G. ALLRED, President

ATTESTED BY:



JOAN M. ALLRED, Secretary

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 1 day of January, 1996 before me, the undersigned, a Notary Public in and for said State, personally appeared WADE G. ALLRED, known to me to be the President of JADE PROPERTIES, INC., whose name is subscribed to the foregoing and acknowledged to me that he executed the same, as such President.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



NOTARY PUBLIC FOR IDAHO

Residing at: *1000 11th*

My Commission Expires: *12/19/97*

(SEAL)

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 1 day of January, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared JOAN M. ALLRED, known to me to be the Secretary of JADE PROPERTIES, INC., whose name is subscribed to the foregoing and acknowledged to me that she executed the same, *as such Secretary.*

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)

Mrs. Vedy
NOTARY PUBLIC FOR IDAHO
Residing at: *Twinsburg, Ohio*
My Commission Expires: *12/19/2001*

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