



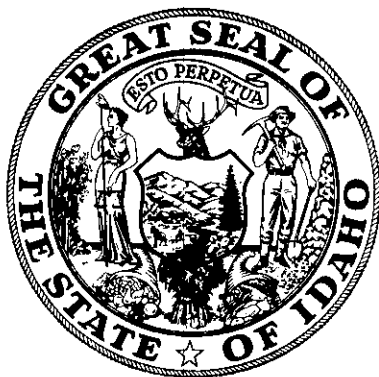
**CERTIFICATE OF INCORPORATION
OF**

PRO-AUTO PARTS AND MACHINE CO.

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 22, 1985**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION


1. The name of the corporation is PRO-Auto Parts and Machine Co.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of wholesale and retail sales of automotive parts and motor vehicle engine service and any other lawful purpose.
4. It shall have authority to issue 1,000 shares, all in one class, ten dollar (\$10.00) par value.
5. The address of its initial registered office is 515 West 19th Street, Idaho Falls, Idaho. The name of its initial registered agent at such address is Alan Bloom.
6. The number of directors constituting its initial board of directors is four, whose names and addresses are:

Alan Bloom 515 West 19th Street Idaho Falls, Idaho 83402	Daryl Moon 965 Austin Avenue Idaho Falls, Idaho 83401
Ronald D. Williams 3470 Garnet Idaho Falls, Idaho 83401	Aldon Miller P.O. Box 415 Ririe, Idaho 83443

7. The name and address of each incorporator is:

Alan Bloom
515 West 19th Street
Idaho Falls, Idaho 83402

DATED THIS 20th day of March, 1985.



Alan Bloom,
Incorporator

NOTICE OF TRANSFER OF RESERVED NAME

Notice is hereby given that the undersigned, John G. St. Clair, the person who filed application for reservation of the corporate name, PRO-Auto Parts, Co., has transferred the right to incorporate under the said corporate name to Alan Bloom, 515 West 19th Street, Idaho Falls, Idaho 83402.

DATED THIS 20th day of March, 1985.



John G. St. Clair

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