

State of Idaho

Department of State

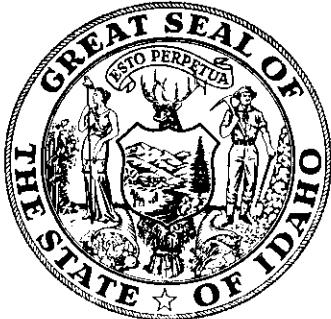
CERTIFICATE OF AMENDMENT OF

YOUNG FORD, INC.

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 YOUNG FORD, INC. duly signed and verified 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.

August 5, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Edgar H. Nak

ARTICLES OF AMENDMENT

OF

RECEIVED
SEC. OF STATE

YOUNG FORD, INC.

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We, the undersigned President and Secretary of Young Ford, Inc. do hereby execute these Articles of Amendment to the Articles of Incorporation of Young Ford, Inc., pursuant to a resolution of the shareholders of the corporation adopted August 4, 1993, authorizing and directing such amendment as authorized by Section 30-1-59 and 30-1-61 of the Idaho Code.

Article IV is hereby amended to read as follows:

IV.

The registered office of said corporation of the State of Idaho shall be located in Burley, Cassia County, Idaho. The post office address of the said corporation shall be Box 459, Burley, Idaho 83318. The physical location of the registered office shall be at 1096 East Main Street, Burley, Idaho. The directors of the corporation may, from time to time, change the physical location of the registered office of the corporation or the post office address of the corporation by resolution without further amendment of the Articles of Incorporation.

Article V is hereby amended to read as follows:

V.

The corporation is authorized to issue two classes of shares of stock to be designated as "preferred" and

"common", respectively. The total number of shares of common stock that may be issued by this corporation shall be one thousand (1,000) shares having no nominal or par value. The total number of preferred shares that may be issued by the corporation shall be one thousand (1,000) shares having a par value of ONE THOUSAND DOLLARS (\$1,000.00) per share.

All or any part of the shares of common stock of the corporation may be issued by the corporation from time to time for such consideration as may be determined and fixed by the board of directors as provided by law with due regard to the interests of existing shareholders. When such consideration has been received by the corporation, such shares shall be deemed fully paid. The preferred stock of the corporation shall not be issued for less than par value. Shares of common and preferred stock, when fully paid, shall not be assessable by or on behalf of the corporation.

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of four percent (4%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. The dividends upon the preferred stock shall be cumulative, so that if any year dividends amounting to 4% per annum shall not be paid on the preferred stock, the deficiency shall be a charge upon the net earnings of the corporation, and be payable subsequently, before any dividends shall be set apart or paid upon the common stock.

Dividends on preferred stock shall accrue to holders of record on December 31st of each year for the full calendar year or for such portion as the stock was outstanding and shall be paid to said holders of record not later than February 15 of the year following. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after payment of the full yearly dividend of the preferred stock for such year as well as all of the dividends previously accrued and remaining unpaid on the preferred stock. The holders of preferred stock shall not be entitled to any further dividend or share of profit beyond the cumulative yearly dividend of 4%, and the holders of common stock shall be entitled to receive all of the monies appropriated to dividends after the cumulative dividends on the preferred stock have been fully paid.

In the case of liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividends charged before any amount shall be paid to the holders of the common stock. The remaining assets of funds shall be divided and paid to the holders of the common stock according to their respective shares.

On or after the first day of January, 1994, the corporation shall have the right from time to time to purchase, redeem, retire or cancel any or all of the outstanding preferred stock of the corporation, on any

dividend date or upon thirty days written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired or canceled, in such manner and amounts as the board of directors may determine by paying to the respective holders of the stock so retired, or by depositing to their order in the office of the corporation, a sum equal to ONE THOUSAND DOLLARS (\$1,000.00) per share of the stock so retired and canceled, together with all unpaid accumulated dividends thereon, if any.

In the month of December of each calendar year beginning in 1994, a holder of preferred stock may request that up to one-fourth ($\frac{1}{4}$) of the shares of preferred stock initially issued to said holder be converted to common stock on a one-for-one basis and such conversion shall be effective in January of the following calendar year unless the corporation elects to redeem the shares tendered for conversion. Any accumulated but unpaid dividends at the time of conversion shall remain an obligation of the corporation until paid and shall enjoy the same priority as other accumulated dividends. Failure to exercise the option in one calendar year shall not constitute waiver of said right for future years, but not more than 25% of the preferred stock initially issued to a holder can be converted in one calendar year without consent of the directors of the corporation.

Holders of common stock shall be entitled to one vote per share of stock. Holders of preferred stock shall not be entitled to vote at meetings of the stockholders of the

company so long as dividends on the preferred stock are paid; but in case of default for two consecutive quarterly dividend periods and the payment of such dividends, then and thereafter, during the period of such default, the holders of preferred stock shall have voting rights equal to those of the holders of the common stock.

All provisions of the original Articles not herein modified remain unchanged.

The number of shares of the corporation outstanding at the time of such adoption was 35 3/4; and the number of shares entitled to vote thereon was 35 3/4.

The number of shares which voted for such amendment was 35 3/4; and the number of shares which voted against such amendment was zero (0).

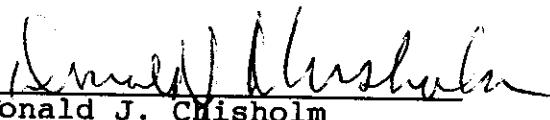
IN WITNESS WHEREOF we have executed these Articles of Amendment on behalf of the corporation this 4th day of August, 1993.

YOUNG FORD, INC.

by

Jack D. Young
President

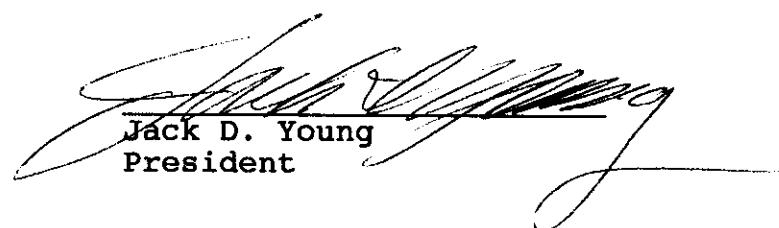
ATTEST:


Donald J. Chisholm
Secretary

STATE OF IDAHO)
) ss.
County of Cassia)

JACK D. YOUNG and DONALD J. CHISHOLM, being first
duly sworn on oath, deposes and says:

That Jack D. Young is the duly elected President of Young Ford, Inc., an Idaho corporation, and resides at 2134 Oakley Avenue, Burley, Idaho 83318, and Donald J. Chisholm is the duly elected Secretary for Young Ford, Inc.; that the shareholders of said corporation unanimously authorized and directed the execution and filing of the foregoing Articles of Amendment by written consent pursuant to Section 30-1-145 of the Idaho Code.

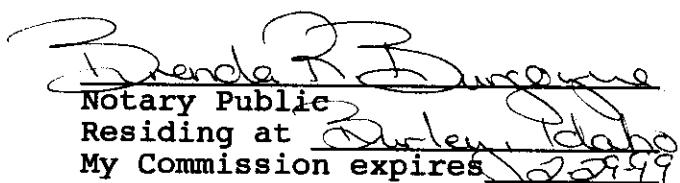
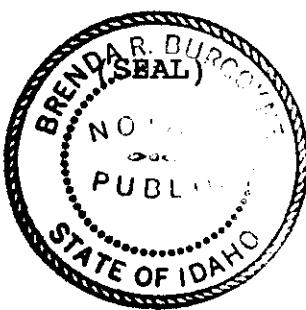


Jack D. Young
President



Donald J. Chisholm
Secretary

SUBSCRIBED AND SWORN TO before me this 4th day
of August, 1993.



Brenda R. Burgey
Notary Public
Residing at Burley, Idaho
My Commission expires 12-29-99