

State of Idaho

Department of State

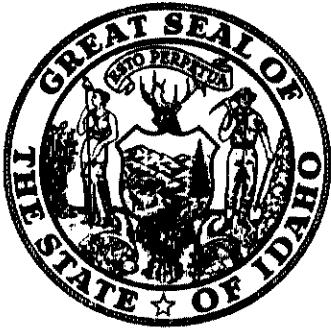
CERTIFICATE OF INCORPORATION OF

LOFTUS SUPPLY, 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: May 17, 1993



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *[Handwritten Signature]*

REC'D
SEC. OF STATE
93 MAY 17 AM 11 00

ARTICLES OF INCORPORATION

OF

LOFTUS SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, do hereby certify as follows:

I.

The name of the Corporation is **LOFTUS SUPPLY, INC.**

II.

The purposes for which the Corporation is organized are:

1. To engage in the retail and wholesale marketing of motor vehicle parts and accessories.
2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code.

III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, lease, use, and dispose of all equipment, and other personal property necessary or convenient in and about the prosecution of its business.

4. To purchase, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situate.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.

6. To purchase, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without the United States of America.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To lend money and use its credit to assist its employees.

13. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.

14. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

15. To transact any lawful business which the Board of Directors shall find will be in aid of Governmental Policy.

16. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence.

V.

The location of the initial registered office of the corporation is 1351 East Fremont/ 83201, and Dennis Dean Loftus shall serve as the initial registered agent of the corporation.

VI.

The aggregate number of shares of which the corporation shall have authority to issue is 500 common shares without par value.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that at all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them amount the number of directors to be voted for, or any two or more of them, as he may see fit.

VIII.

The Board of Directors of the corporation shall consist of two (2) members, unless otherwise modified from time to time by the bylaws of the corporation. The directors shall be elected annually in accordance with the provisions of Idaho Code 30-1-36,

as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

IX.

The name and post office addresses of the member of the initial Board of Directors of the Corporation who shall serve until the first meeting of shareholders, or until their successors have been duly elected and qualified is as follows:

NAME	ADDRESS
Dennis Loftus	1351 East Fremont Pocatello, ID 82101
Jill Loftus	1351 East Fremont Pocatello, ID 83201

X.

The names and addresses of the incorporator is Dennis Dean Loftus, 1351 East Fremont, Pocatello, ID 83201.

XI.

These Articles of Incorporation may be modified or amended from time to time by an affirmative vote of all the Board of Directors at a meeting duly called pursuant to law.

IN WITNESS WHEREOF, We have hereunto set our hands this 3rd
day of May, 1993.

Dennis Dean Loftus
Dennis Dean Loftus

Jill Arlene Loftus
Jill Arlene Loftus

STATE OF IDAHO)
)ss
County of Bannock)

On this 3 day of May, 1993, before me,
personally appeared Dennis Dean Loftus and Jill Arlene Loftus,
known or identified to me to be the persons whose names are
subscribed to the within instrument and acknowledged to me that
they executed the same.

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

Caj R. Jaeger
Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission Expires: 1-27-99

C:\wp\corporation\Loftus.art

IDAHO SECRETARY OF STATE
19930510 0900 73540 2
CK #: 6128 CUST# 1
CORPORATIO 10 60.00= 60.00

2

ARTICLES OF INCORPORATION
Loftus, Inc. - 6