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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

B. D. I., 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 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeWain

Corporation Clerk

ARTICLES OF INCORPORATION

of

B. D. I., Inc.

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The undersigned, a person of the age of more than eighteen years, acting as the incorporator of the above corporation, does hereby sign and acknowledge the Articles of Incorporation in duplicate originals, and does declare and set forth as follows:

ARTICLE I

The name of the corporation shall be B. D. I., Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are:

1. To engage in the manufacturing of brake parts for trucks and other motor vehicles; to acquire, own, use, dispose of and operate any and all equipment necessary and incidental to the operation of the above business.
2. To conduct and carry on its business or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights in the State of Idaho and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia and all or any foreign countries or country.
3. To engage in any kind of business authorized or permitted by the general incorporation laws of the State of Idaho.

4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either along or in association with the corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; provided, however, that the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV

The capital stock of this corporation shall consist of Twenty-five thousand (25,000) shares of common stock, all at no par value.

ARTICLE V

The capital stock of this corporation shall be one class only, and all shares shall have equal rights and voting powers and there shall be no preferences.

ARTICLE VI

The address of the initial registered office is 200 Sunrise Rim Road, Boise, Idaho 83705. The name of the initial registered agent at such address is DONALD J. RUMSEY.

ARTICLE VII

The initial Board of Directors shall serve until the first annual meeting of stockholders, or until their successors are elected and qualified. The names and addresses of said directors are:

DONALD J. RUMSEY
200 Sunrise Rim Road
Boise, Idaho 83705

PETE MURPHY
200 Sunrise Rim Road
Boise, Idaho 83705

ARTICLE VIII

The name and address of the incorporator is:

DONALD J. RUMSEY
200 Sunrise Rim Road
Boise, Idaho 83705

ARTICLE IX

The authority to make and to amend By-Laws for this corporation is hereby expressly vested in the Board of Directors of this corporation.

ARTICLE X

No shareholder shall have the preemptive right to acquire unissued shares of the corporation stock.

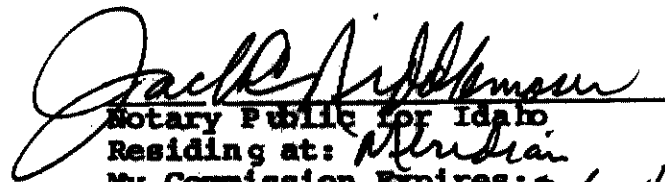
DATED this 6th day of December, 1991.


INCORPORATOR

STATE OF IDAHO)
: ss.
County of Ada)

THIS IS TO CERTIFY that on this 6th day of December, 1991, personally appeared before me, DONALD J. RUMSEY, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and did acknowledge and declare to me that ~~they~~ executed the same freely and voluntarily for the uses and purposes therein mentioned.

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


Notary Public for Idaho
Residing at: Meridian
My Commission Expires: 2/24/94