



**CERTIFICATE OF INCORPORATION
OF**

NEWCO, 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: July 13, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

NEWCO, INC.

The undersigned, a Delaware corporation acting as an incorporator in order to form a Corporation under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is NEWCO, Inc.

Article 2. Purposes and Objects. The purposes and objects for which the Corporation is formed are:

(a) To engage in the business of purchasing, acquiring, owning, leasing as lessee or lessor, selling at retail or wholesale, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, other motor vehicles, and marine and industrial engines of every kind and description whatsoever and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles and marine and industrial engines.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) 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.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

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

(f) To lend money and use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, 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.

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

(i) 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.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(k) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(l) To make and alter By-Laws, 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.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) 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.

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

(q) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize and permit the Corporation to carry on any business or to exercise any power or to do any act which a Corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It

is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (g), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, and in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

Article 3. Duration. The Corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The location and street address of the initial Registered Office of the Corporation is 222 Auto Drive, Boise, Idaho 83709. The initial Registered Agent of the Corporation shall be Charles Waters who conducts business at the above address.

Article 5. Aggregate Shares. The aggregate number of shares which the Corporation shall have the authority to issue is 2,500 shares of Common Stock with a par value of \$100.00 per share.

Article 6. Incorporator. The name and post office address of the incorporator is as follows:

Name	Post Office Address:
Charles Waters	4848 River Vista Place Boise, Idaho 83703

Article 7. Initial Directors. The initial directors of the Corporation shall be as follows:

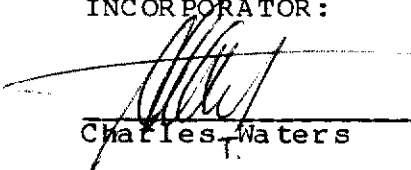
Charles Waters 4848 River Vista Place Boise, Idaho 83703	Susan K. Waters 4848 River Vista Place Boise, Idaho 83703
Francis M. Mattoch 9950 Los Ranchitos Drive Boise, Idaho 83709	

Article 8. Preemptive Rights. The holders of a particular class of stock, whether a class of preferred or common stock, shall have a preemptive and exclusive right to subscribe, in proportion to their holdings, to any issuance of the class of shares which said shareholders hold, or to any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options or subscribe for purchase, or acquire such shares.

Article 9. Amendment of Articles and By-Laws. The initial By-Laws of the Corporation shall be adopted by the majority of the Board of Directors. A majority of the Board of Directors or shareholders shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The Corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the Stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 30 day, of June, 1987.

INCORPORATOR:



Charles Waters