

State of Idaho

Department of State

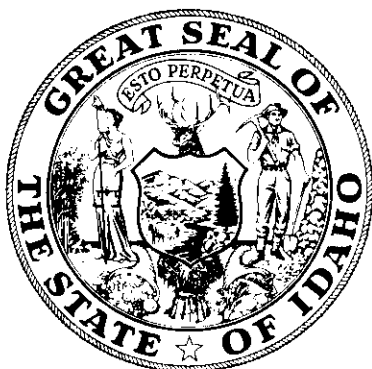
CERTIFICATE OF AUTHORITY OF

TYCAN LIMITED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TYCAN LIMITED** for a Certificate of Authority to transact business in this State, 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 Authority to **TYCAN LIMITED** to transact business in this State under the name **TYCAN LIMITED** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 26, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: STATE

1. The name of the corporation is Tycom Limited

2. The name which it shall use in Idaho is Tycom Limited

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 17, 1961 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 12 Clare Street Dover Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. Box 839 Ketchum Idaho 83340

7. The street address of its proposed registered office in Idaho is 200 Leadville Ketchum, and the name of its proposed registered agent in Idaho at that address is Edward S. Keltreider

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To sell parts + service for vehicles, perhaps to sell new or used cars and to lease cars

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Edward S. Keltreider	President	Box 839 Ketchum Idaho 83340
Davis T. Hammond	Vice-President	Box 3977 Ketchum Idaho 83340
Charles J. Bentingas		505 Waters Street York, Pa. 17403

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	Common	NO PAR

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
350	Common	Without Par

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 15, 1963

By

[Signature] President
Its President/Vice President (please specify)

and

Its Secretary/Assistant Secretary (please specify)

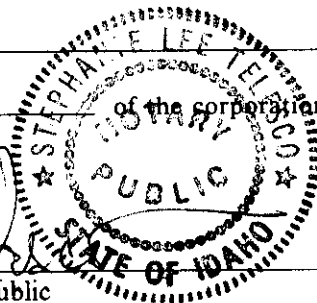
STATE OF

COUNTY OF

I, Stephane L. Telesco, a notary public, do hereby certify that on this 15th day of July, 19 63, personally appeared before me Edward S. Kautreider, who being by me first duly sworn, declared that he is the President of Tyram Limited

that he signed the foregoing document as President
that the statements therein contained are true

[Signature]
Notary Public



JUL 23 8 29 AM '83
SECRETARY OF STATE

FILED

JUL 17 1981 *gamm*

CERTIFICATE OF INCORPORATION

OF

William C. Keston
SECRETARY OF STATE

TYCAM LIMITED

A CLOSE CORPORATION ORGANIZED UNDER SUBCHAPTER XIV
OF THE DELAWARE GENERAL CORPORATION LAW

ARTICLE ONE: NAME. The name of this corporation shall be
TYCAM LIMITED

ARTICLE TWO. CLOSE CORPORATION STATUS. This corporation shall
be a close corporation organized under Subchapter XIV of the
Delaware General Corporation Law.

ARTICLE THREE. REGISTERED OFFICE AND AGENT. The address of the
corporation's registered office in this State shall be 12 Clara
Street, Dover, Kent County, Delaware 19901.

The name of the corporation's registered agent at this address is
Fred S. Kaltreider.

ARTICLE FOUR: NATURE OF BUSINESS. The nature of the business
and purposes to be conducted or promoted by the corporation shall
be to engage in any lawful act or activity for which corporations
may be organized under the General Corporation Law of Delaware
with the express limitation that the corporation shall not do any
act which is not permitted to be done by close corporations under
Subchapter XIV of the Delaware General Corporation Law.

ARTICLE FIVE: STOCK.

(1) The corporation shall be authorized to issue only
one class of stock which shall be designated as common stock of
the corporation.

(2) The total number of shares which the corporation
shall have authority to issue shall be one thousand (1,000),
which shall be without par value.

(3) All of the issued stock of the corporation,
exclusive of treasury shares, shall be held of record by not more
than thirty (30) persons.

(4) All of the issued stock of the corporation shall be subject to the following restrictions as permitted by Section 202 of the Delaware General Corporation Law as it may be amended from time to time: Before any stockholders of this Corporation, or the Executor or Administrator or other representative of the estate of any deceased stockholder of this Corporation may sell, assign, or in any manner transfer any share or shares of the common stock of this Corporation, such share or shares shall be first offered to the Corporation, and the corporation through its stockholders acting as a Board of Directors shall have the right to purchase, from surplus, such share or shares of stock. If the offerer and the Corporation shall not agree upon the value of the share or shares of stock so offered, the same shall be ascertained by three disinterested appraisers, one of whom shall be appointed by the Corporation and one by the stockholder, and the two so selected shall appoint a third appraiser, and the decision of any two of the appraisers thus chosen shall be conclusive as to the price to be paid by the Corporation, if either of the interested parties shall fail within thirty days to appoint an appraiser, the appraiser appointed by the other party may select another appraiser and the two appraisers shall have power to fix the value. In appraising such stock the appraisers shall not consider the effect of the sale, assignment, pledge or transfer of such stock upon the control of the Corporation as an element of value, but shall estimate the total value of all the shares of stock of the Corporation and fix the value of such share or shares in proportion thereto. If the Corporation does not purchase such stock within ninety days after the ascertainment of its value, it shall send a notice of the offer of sale, and the agreed valuation of the share or shares, or the appraised valuation of the same, to the other stockholders of the Corporation; any one of whom shall have the right to purchase such share or shares of stock within thirty days. If two or more

of the stockholders accept such offer, the one thereafter agreeing to pay the highest price shall have the right to purchase such share or shares of stock.

(5) The corporation shall make no "public offering" of any of its stock within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

(6) Any further increase of the issuance of the corporation's stock shall first be offered to all the then-existing stockholders in relation to their then-present holdings, it being intended to give such stockholders pre-emptive rights in any new issues of the corporation's stock.

ARTICLE SIX: INCORPORATOR. The name and address of the incorporator of the corporation is John Terence Jaywork, 225 South State Street, Dover, Delaware.

ARTICLE SEVEN: MANAGEMENT BY SHAREHOLDERS.

(1) As permitted by Section 351 of the Delaware General Corporation Law, as it may be amended from time to time, the business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

(2) The stockholders shall manage the business of the corporation according to the procedures set forth in the By-Laws.

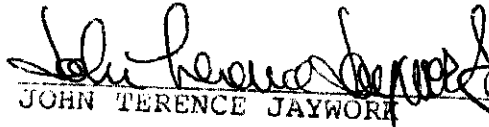
(3) The By-Laws of the corporation may not be amended except by a simple majority.

ARTICLE EIGHT: AMENDMENTS. This Certificate of Incorporation may not be amended except by the unanimous consent of the stockholders.

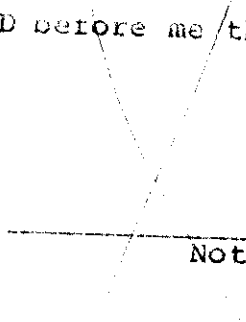
I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this certificate, and do certify that the facts

herein stated are true, and I have accordingly set my hand and seal.

Dated at Dover, Delaware, this th17 day of July,
A.D., 1981.


JOHN TERENCE JAYWORK (SEAL)

SWORN TO AND SUBSCRIBED before me the day and year
first above written.



Notary Public

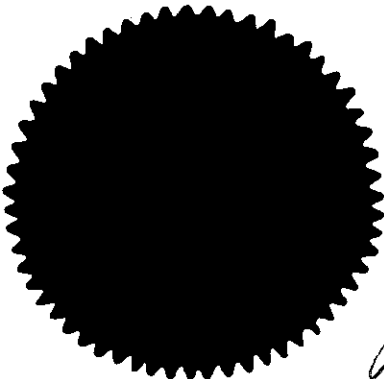


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of the "TYCAM LIMITED" (A Close Corporation), as
 received and filed in this office the seventeenth day of July, A.D. 1981, at 9
 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ seventeenth *day*
of _____ July *in the year of our Lord*
one thousand nine hundred and _____ eighty-one.



RECEIVED FOR RECORD

July 22 A.D. 19*81*

Robert J. Donawoy
 RECORDER

Glenn C. Kenton
 Glenn C. Kenton, Secretary of State