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AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Section 30-1-61 of the Idaho code of the Idaho Business Corporations Act, the undersigned corporation adopts the following Amendment to it's Articles of Incorporation.

1. The name of this corporation is THE USED CAR COMPANY, INC.

2. The following amendments to the Articles of Incorporation was adopted by the Shareholder of THE USED CAR COMPANY, INC. on the 23 day of August, 2002, in the manner prescribed by the laws of the State of Idaho.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) Buy, sell or consign motor vehicles, recreational vehicles and to engage in any and all lawful business relating or incidental thereto.

(b) To purchase all equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation. To issue notes or other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily

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exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The principal place of business shall be 1105 N. Whitley, Fruitland, Idaho 83619, and the location and mailing address of the Corporation shall be 1105 N. Whitley, Fruitland, Idaho 83619, and the registered agent shall be DANIEL C. CESARO of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 10,000 shares of voting class "A" common stock, which shall have a stated value of ONE (\$1.00) DOLLAR per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, One in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The name and address of the Board of Director is as follows: DANIEL C. CESARO of 7420 Grande Vallejo Dr., Fruitland, Idaho 83619.

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation is subscribed as follows: DANIEL C. CESARO 10,000 shares.

IX.

The SOLE incorporator is DANIEL C. CESARO of 7420 Grande Vallejo Dr., Fruitland, Idaho 83619.

X.

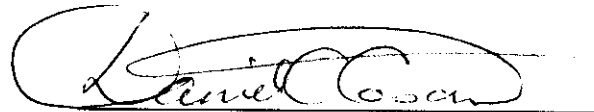
Be it further resolved that the amendments are hereby adopted and approved.

3. The date of the adoption of the amendment to the Articles of incorporation was the 23 day of August, 2002.

4. Executed by the undersigned in duplicate at Payette, Idaho this 23 day of August, 2002.

5. Number of Shares of Stock entitled to vote are Ten Thousand.

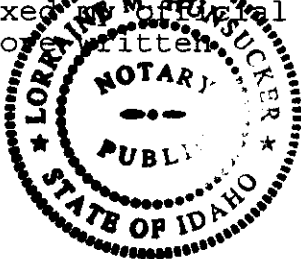
Number of Shares voting for the Amendment were Ten Thousand shares representing 100% of the shares entitled to vote.



Daniel C. Cesaro

STATE OF IDAHO)
) : ss.
County of Payette)

On this 23rd day of August, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared, DANIEL C. CESARO, known to me to be the President and Secretary respectively, of the Corporation, or the person who executed the Amendment to Articles of Incorporation on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

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




Notary Public for Idaho
Residing at: Fruitland, Idaho
My Commission Expires: 12-20-05

STATE OF IDAHO

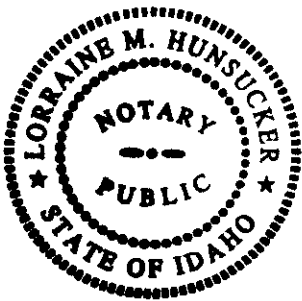
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: SS.

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I, Suzanne M. Hrusovsky, a Notary Public, do hereby certify that on this 23rd day of August, 2002, personally appeared, DANIEL C. CESARO who, being by me first duly sworn, declared that he is the President and Secretary respectively, of THE USED CAR COMPANY, INC., and that he signed the foregoing Amendment to Articles of Incorporation as President and Secretary of the Corporation, and that the statements therein contained are true.

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



Deanne M. Hanson
Notary Public for Idaho
Residing at: Laurens, Idaho
My Commission Expires: 12-22-05