

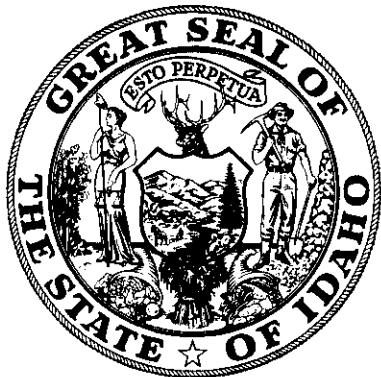
CERTIFICATE OF INCORPORATION
OF

CARAMY, 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 27, 1986



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

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF

CARAMY, INC.

RECEIVED
SEC. OF STATE
86 MAY 27 AM 10:24
KNOW ALL MEN BY THESE PRESENTS that JOSEPH S. BATTISTA,
MARLA JANE BATTISTA, being over the age of nineteen (19) years,
and for the purpose of forming a corporation under the Idaho
Business Corporation Act, hereby certify and adopt in duplicate
the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be CARAMY, INC., and its
existence shall be perpetual.

ARTICLE II.

The purpose and objects of this corporation are as follows:

1. To engage in generally and carry on all lawful business
or trade which may in the judgement of the Board of Directors at
any time be necessary, useful or advantageous to this
corporation.

2. In furtherance of and not in limitation of the general
powers conferred by the laws of the State of Idaho, it is
expressly provided that this corporation shall also have the
following powers:

(a) To acquire by purchase or otherwise and to own, hold,
cancel, reissue, sell, pledge and otherwise deal in the
stock of this corporation, provided that money or property
of the corporation shall not be used for purchase of shares
of its own stock when such use would cause any impairment of
the capital of the corporation. The corporation shall not
be entitled to vote, either directly or indirectly on any
share of its own stock which it may hold.

(b) To do all things normally associated with the business of automotive parts manufacturing/remanufacturing.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or with any government, municipality, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its properties or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company of others.

PROVIDED, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the General Business Corporation Act of the State of Idaho, or any amendment thereto, or substitute therefor, may not at the same time lawfully carry on or do.

ARTICLE III.

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV.

1. The location and post office address of the registered office of the corporation shall be 4942 Industrial Avenue, Coeur d'Alene, Idaho 83814.

2. The registered agent of the corporation shall be JOSEPH S. BATTISTA, 4942 Industrial Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE V.

1. The total number of shares authorized and which may be issued by this corporation is THREE HUNDRED SHARES (300), each non-assessable, and with a par value of ten cents (\$.10), all of one class to be known as common stock.

2. Each share of said stock shall be entitled to one (1) vote.

ARTICLE VI.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE VII.

1. The number of Directors of the corporation shall be fixed as provided in the By-Laws as therein provided.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as if such adverse interests did not exist, even though vote, action or presence of such directors, officers or stockholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, or for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details of extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any

4 - ARTICLES OF INCORPORATION

corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The Board of Directors of the corporation is hereby specifically authorized to adopt By-Laws restraining the alienation of the shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

ARTICLE VIII.

The names and post office addresses of the incorporators, and the number of shares of capital stock of this corporation as described in Article V, subscribed to by said incorporators and initial directors is as follows:

JOSEPH S. BATTISTA

N. 845 CIRCLE S TRAIN 1 Share
Rathdrum, Idaho 83858

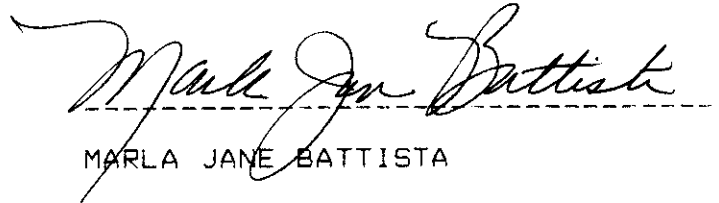
MARLA JANE BATTISTA

Same 1 Share

IN WITNESS WHEREOF, the incorporators hereinabove have
hereunto set their hands in duplicate this 21st day of May, 1986.



JOSEPH S. BATTISTA

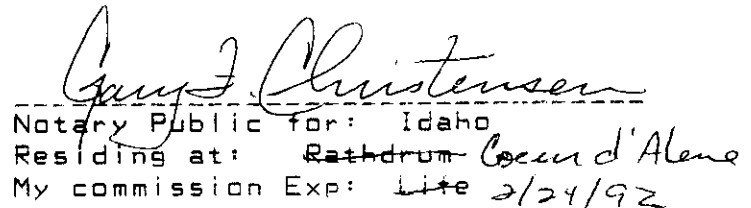


MARLA JANE BATTISTA

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 21st day of May, 1986, before me, the undersigned
notary public, personally appeared JOSEPH S. BATTISTA, AND MARLA
JANE BATTISTA, known to me to be the persons whose names are
subscribed to the foregoing instrument, and acknowledged to me
that they executed the same.

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



Notary Public for: Idaho
Residing at: Rathdrum Coeur d'Alene
My commission Exp: Life 2/24/92