



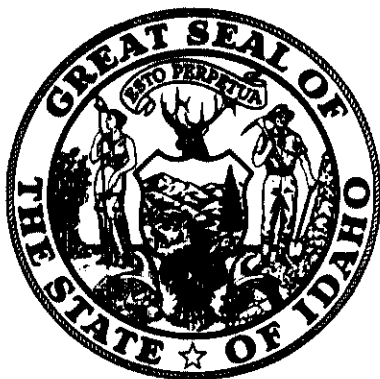
**CERTIFICATE OF INCORPORATION
OF**

MCGINNIS, 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 31, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Gasala*

ARTICLES OF INCORPORATION
MCGINNIS, INC. 2 26 PM '98

ARTICLE I
NAME
SECRETARY OF STATE

The name of the Corporation is McGinnis, Inc.

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Idaho. The principal purpose of the Corporation is to provide motor vehicle repair maintenance and service to the general public.

ARTICLE III
POWERS OF THE CORPORATION

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

(a) To sue, complain and defend in the corporate name;

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or fixed or in any manner reproduced;

(c) 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;

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the corporate property and assets;

(e) To lend money and use its credit to assist corporate employees;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, 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;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the corporation's property and income;

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested;

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this State;

(j) To make donations for the public welfare or for charitable, scientific or educational purposes;

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

(l) 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.

(m) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

(n) To make and alter bylaws not inconsistent with these Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the Corporation;

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

(p) To have and to exercise all powers necessary or convenient to effect the corporate purposes.

ARTICLE IV SHARES

The total authorized stock is: 10,000 common shares of no par value.

ARTICLE V DIRECTORS

The initial Board shall consist of one director and the name and address of the person who shall serve as

director until the first annual meeting of stockholders or until his successor can be elected and qualified is:

Jeff McGinnis
1870 Fairmeadow
Boise, ID 83704

ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent is:

Jeff McGinnis
1870 Fairmeadow
Boise, ID 83704

ARTICLE VII
TERM

The term of existence of the Corporation shall be perpetual.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND AGENTS

The Corporation shall indemnify to the full extent permitted by law any person who has made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was, a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a

Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE IX
SPECIAL PROVISION FOR CLOSE CORPORATION

The Corporation is a close Corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All issued shares, excluding treasury shares and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than five persons in the aggregate.

ARTICLE X
INCORPORATORS

The name and address of the incorporator is as follows:


JEFF MCGINNIS
1870 Fairmeadow
Boise, ID 83704