

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

EDMARK AUTO INC.
File Number C 26471

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of EDMARK AUTO INC. duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 29, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

RESTATED ARTICLES OF INCORPORATION
OF
EDMARK AUTO INC.

IDAHO SECRETARY OF STATE
DATE 01/02/1996 0900 26152
CK #: 28641 QJST# 20522
AMEND PROF 1@ 30.00= 30.00
2

Edmark Auto Inc. is incorporated as follows:

ARTICLE 1
NAME AND DURATION OF THE CORPORATION

- 1.1. **Name.** The name of the Corporation is EDMARK AUTO INC.
- 1.2. **Duration.** The Corporation shall have perpetual existence.

ARTICLE 2
PURPOSES OF THE CORPORATION

The Corporation is organized for the purpose of transacting any and all lawful business permitted by the Idaho Business Corporation Act.

ARTICLE 3
SHARES

- 3.1. **Voting Stock.** The amount of authorized voting common capital stock of the Corporation shall be Two Hundred Thousand Dollars (\$200,000.00) divided into two thousand (2,000) shares with the par value of One Hundred Dollars (\$100.00) each.
- 3.2. **Non-Voting Stock.** The amount of authorized non-voting common capital stock of the Corporation shall be divided into one thousand (1,000) shares with no par value.
- 3.3. **Relative Rights of Stock.** Each share of voting common stock shall have the same rights, privileges and voting powers and shall be non-assessable. Each share of non-voting common stock shall have the same rights and privileges as each other share of both voting and non-voting common stock and shall be non-assessable, but none of the shares of non-voting common stock shall be entitled to vote.

ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Edmark Auto Inc., 345 Caldwell Blvd., Nampa, Idaho 83651, and the name of its initial registered agent at such address is James E. Chalfant.

ARTICLE 5
DIRECTORS AND OFFICERS

The Bylaws of the Corporation shall determine (a) the number of directors constituting the board of directors, and (b) the number, title and powers of the officers of the Corporation.

ARTICLE 6
DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act or any other present or future applicable law, no director of the Corporation shall be personally liable for monetary damages to the Corporation or its shareholders for any acts or omissions in the performance of the directors' duties. The exemption from personal liability set forth in this Article does not limit or eliminate the liability of directors for (a) breaches of the duty to loyalty to the Corporation or its shareholders, (b) acts or omissions not in good faith, involving intentional misconduct or knowing violations of law, (c) payments of unlawful dividends, stock purchases or redemptions as set forth in Idaho Code Section 30-1-48, and (d) transactions in which the directors receive improper personal benefit. No amendment to or repeal of this Article shall effect the liability or alleged liability of any director for acts or omissions of the director occurring prior to the effective date of the amendment or repeal.

ARTICLE 7
INDEMNIFICATION

Each person who is, was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of the person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other present or future applicable law. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification that is greater or different than the indemnification provided in this Article. No amendment to or repeal of this Article shall effect the right to indemnification permitted or authorized by this Article regarding any acts or omissions occurring prior to the effective date of the amendment or repeal.

The Restated Articles of Incorporation correctly set forth all of the operative provisions of the articles of incorporation as previously amended, set forth without change the corresponding provisions of the Articles of Incorporation as previously adopted or amended, and supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

EDMARK AUTO INC.

Date: December 21, 1995

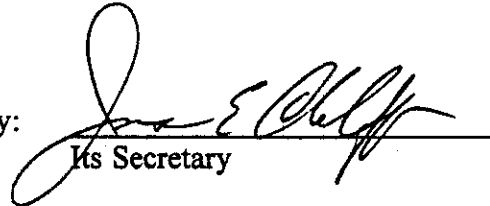
By:



Its President

Date: December 21, 1995

By:



Its Secretary