



CERTIFICATE OF INCORPORATION
OF

NOFFORD'S AUTOMOTIVE, INC.

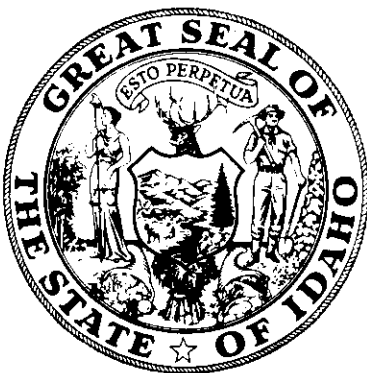
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NOFFORD'S AUTOMOTIVE, INC.

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: **November 21, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
WOFFORD'S AUTOMOTIVE, INC.

NO. 21 10 5 48 83
10 5 48 83

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned citizens of the United States of America, being each of full age, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this Corporation shall be WOFFORD'S AUTOMOTIVE, INC.

ARTICLE II

The purposes for which this Corporation is formed are as follows:

(a) To engage in any general sales, manufacturing, or service business, including, but not limited to the maintenance, repair and servicing of automobiles, trucks and other vehicles, and the sale and installation of accessories, equipment and parts related thereto; to acquire, own, operate, buy, sell, exchange, or lease buildings, land, yards, facilities, stores, machinery, equipment, materials, supplies, and products necessary, useful or desirable for the conduct of or in connection with such business.

(b) To acquire, own, buy, sell, exchange, mortgage, lease (including leases for exploration and production of oil, gas and other minerals) or otherwise deal with real or personal property of any description wherever located.

(c) To lend money for any lawful purpose, with or without security, and to take, hold and realize upon any property or thing of value pledged or hypothecated to secure the payment thereof;

(d) To borrow money for the purposes of this Corporation or for any lawful purpose directly or indirectly related thereto, and to secure the payment thereof with any property of the Corporation or by any other means whatever;

(e) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property, and to assume, in whole or in part, the liabilities and obligations, of any person, firm, association or corporation, engaged in or authorized to be engaged in any business authorized to be conducted by this Corporation, or owning property desirable for its operations, and to pay for the same in cash, in the stock or bonds of this Corporation, or otherwise, and to exercise all the powers necessary or incidental to the acquisition of, merger with, or operation of such business;

(f) To enter into any contract, cooperative agreement, pension plan or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient;

(g) To exercise generally all of the powers lawfully exercised by business corporations, within the State of Idaho and elsewhere, whether or not related to the specific powers enumerated above, which specific powers shall not be regarded as limiting or restricting in any way the generality of this paragraph.

ARTICLE III

This Corporation shall have perpetual duration.

ARTICLE IV

The location and postoffice address of the registered office and principal place of business of this Corporation shall be 1700 Pullman Road, Moscow, Idaho 83843, and the registered agent shall be Robert L. Wofford, Moscow, Idaho 83843, and the Corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall, from time to time, determine.

ARTICLE V

The authorized capital of this Corporation shall be \$100,000.00 divided into 10,000 shares of common stock of a single class, with a par value of \$10.00 per share.

ARTICLE VI

The stockholders of the Corporation may provide by agreement, or by resolution duly adopted by the affirmative vote of the holders of not less than two-thirds of the stock outstanding, that sale or transfer of any of the Corporation's stock shall be subject to certain restrictions or limitations, not prohibited by law; provided, however, that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

ARTICLE VII

The name and postoffice address of each of the incorporators and members of the initial Board of Directors of this Corporation and the number of shares of its common

stock subscribed by each are as follows:

Robert L. Wofford
1700 West Pullman Road
Moscow, Idaho 83843

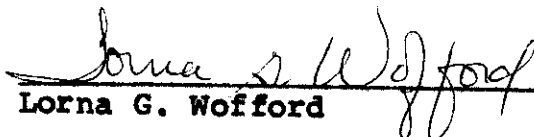
50 shares

Lorna G. Wofford
1700 West Pullman Road
Moscow, Idaho 83843

50 shares

IN WITNESS WHEREOF, we have executed these Articles
of Incorporation in triplicate this 8th day of September, 1983.



Robert L. Wofford


Lorna G. Wofford

STATE OF IDAHO)
 : ss
County of Benewah)

I, JERROLD E. PARK, a Notary Public, do hereby
certify that on this 8th day of September, 1983, personally
appeared before me ROBERT L. WOFFORD and LORNA G. WOFFORD, who,
being by me first duly sworn, declared that they are the
incorporators of WOFFORD'S AUTOMOTIVE, INC., that they signed
the foregoing document as incorporators of the corporation,
and that the statements therein contained are true.

SEAL


Notary Public in and for Idaho
Res. & P. O. Addr: St. Maries
Commission expires: Life