

State of Idaho

Department of State

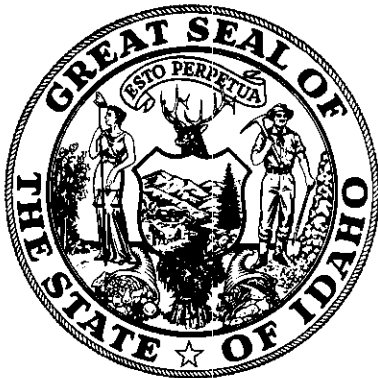
CERTIFICATE OF INCORPORATION OF

DENNY LEE'S TIRE, 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: December 13, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLE III

TERM OF EXISTENCE. The corporation shall have perpetual existence.

ARTICLE IV

CAPITALIZATION. The number of shares of capital stock of the corporation authorized to be issued is fifty thousand (50,000), each share having a par value of one dollar (\$1.00).

ARTICLE V

PRE-EMPTIVE RIGHTS. The shareholders of the corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued, except as otherwise provided in the Idaho Business Corporation Act.

ARTICLE VI

RESTRICTIONS ON TRANSFER OF STOCK. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof, to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement,

provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

ARTICLE VII

REGISTERED OFFICE. The location and post office address of the registered office of the corporation is 35 South Seventh East, Soda Springs, Idaho 83276.

ARTICLE VIII

REGISTERED AGENT. The registered agent of the corporation at said registered office is Dennis L. Lee.

ARTICLE IX

DIRECTORS. Three persons will constitute the initial Board of Directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Dennis L. Lee

35 South Seventh East
Soda Springs, Idaho 83276

DATED this 7th day of December, 1985.

Dennis L. Lee
Dennis L. Lee

Robert B. Morrison
Robert B. Morrison

Kenneth H. Sowards
Kenneth H. Sowards

STATE OF UTAH)
 :SS.
COUNTY OF SALT LAKE)

On this 7th day of December, 1985, personally appeared before me Dennis L. Lee, Robert B. Morrison, and Kenneth H. Sowards, the signers of the foregoing Articles of Incorporation, who duly acknowledged to me that they executed the same.

Mike E. Paskett
Notary Public, residing at
Salt Lake County, Utah

My Commission Expires:

Aug 27, 1986