



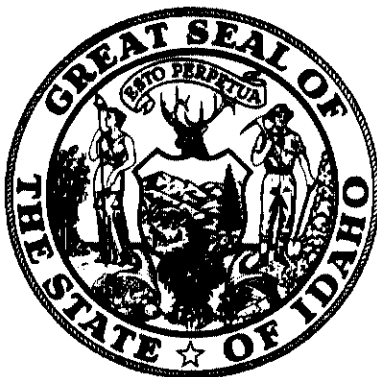
CERTIFICATE OF INCORPORATION
OF

LANDERS 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 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 23, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

JUL 23 2 40 PM '99

ARTICLES OF INCORPORATION SECRETARY OF STATE
OF
LANDERS AUTOMOTIVE, INC.

The undersigned incorporator, being over the age of eighteen (18), hereby adopts in duplicate, the following Articles of Incorporation for this corporation.

Article One

The name of this corporation shall be Landers Automotive, Inc.; however it may do business under the name and style of "Insta-Tune" in a manner allowed by law. It shall have perpetual duration.

Article Two

This corporation was organized for the purpose of operating an automotive repair business; but is authorized to transact any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

Article Three

The corporation shall have the authority to issue two hundred thousand (200,000) shares of voting common stock. This stock shall have a par value of one dollar (\$1.00) per share. The transfer of shares, after they have been initially issued by

ARTICLES OF INCORPORATION OF LANDERS AUTOMOTIVE, INC.

the corporation, may be restricted according to the by-laws of the corporation. There are no pre-emption rights with respect to the issuance of this stock. The private property of the stockholders of this corporation shall not be subject to payment of any corporate debts, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

Article Four

The registered office of the corporation is 9775 Fairview Avenue, Boise, Idaho. The registered agent at that office is Dianna L. Landers.

Article Five

There shall be four (4) directors for this corporation. The initial directors of the corporation, who shall serve as directors until the first annual meeting or until their successors are duly elected and qualified, are:

(a) Robert K. Landers, 5041 McFadden Avenue, Huntington Beach, California, 92649;

(b) Frances A. Landers, 5041 McFadden Avenue, Huntington Beach, California, 92649;

(c) David L. Landers, 3930 Shamrock, Boise, Idaho, 83704; and

(d) Dianna L. Landers, 3930 Shamrock, Boise, Idaho, 83704.

These directors shall have no personal liability to anyone as a result of acting as a director of this corporation except

ARTICLES OF INCORPORATION OF LANDERS AUTOMOTIVE, INC.

for that liability which cannot be limited under Idaho Code, Section 30-1-54(2).

Article Six

The initial officers of this corporation shall be as follows, said officers to serve until the first annual meeting or until their successors are duly elected and qualified:

- | | |
|---------------------|--------------------|
| (a) President: | David L. Landers |
| (b) Vice President: | Robert K. Landers |
| (c) Vice President: | Frances A. Landers |
| (d) Secretary: | Dianna L. Landers. |

Article Seven

The incorporator of this corporation is Dianna L. Landers whose address is 3930 Shamrock, Boise, Idaho 83704.

DATED This 23rd day of July, 1990.


DIANNA L. LANDERS, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of July, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared DIANNA L. LANDERS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public for Idaho
Residing at Boise, Idaho
Commission expires 11/1/91