

2053076

FILED

In the Office of the Secretary of State  
of the State of California

AUG 03 2000

*Bill Jones*

BILL JONES, Secretary of State

## ARTICLES OF INCORPORATION

OF

MUFFLERS WEST AUTO SERVICES, INC.

**I. NAME** The name of this corporation is Mufflers West Auto Services, Inc.

**II. PURPOSE** The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III. INITIAL AGENT FOR SERVICE OF PROCESS** The name and address in the State of California of this corporation's initial agent for service of process is:

Lawrence R. Dorsa, Esq.  
Tyler, Dorsa & Duke, LLP, Attorneys at Law  
41877 Enterprise Circle North, Suite 210  
Temecula, CA 92590

**IV. SHARES** This corporation is only authorized to issue one class of stock. The total number of shares authorized is One-Hundred-Thousand (100,000) shares, and such shares shall be held of record by not more than thirty-five (35) persons.

**V. CLOSE CORPORATION** This corporation is a close corporation.

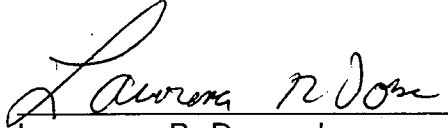
**VI. PERSONAL LIABILITY OF DIRECTORS** The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent possible under California Law.

**VII. INDEMNIFICATION OF AGENTS** This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations' Code) for breach of duty to the corporation and its stockholders through bylaw provisions, or shareholder or other agreements, that is in excess of the

indemnification otherwise permitted by Section 317 of the Corporations' Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporation's Code.

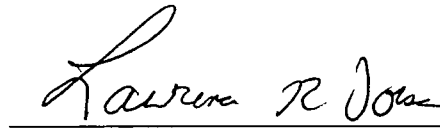
**IN WITNESS THEREOF**, the undersigned incorporator of this corporation has executed these Articles of Incorporation for the purpose of forming a corporation pursuant to the General Corporations' Law of the State of California.

Dated: August 3, 2000

  
Lawrence R. Dorsa, Incorporator

The undersigned incorporator hereby declares and certifies that he is the person who executed the foregoing Articles of Incorporation, which execution is his act and deed.

Dated: August 3, 2000

  
Lawrence R. Dorsa, Incorporator