

ARTICLES OF INCORPORATION

OF

NORTH SHELBY AUTO SALES, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is **NORTH SHELBY AUTO SALES, INC.**

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in the buying and selling of new and used automobiles; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is **424 Wilderness Road, Pelham, AL 35124.**

4.01. The initial registered agent at that address is **James D. Yerby.**

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is **100** shares of common stock with a par value of **Ten and 00/100 Dollars (\$10.00)** per share.

The number of shares subscribed shall be **100** and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
James D. Yerby & Linda L. Yerby	70
Billy Yerby & Nancy Yerby	30

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

James D. Yerby	424 Wilderness Road Pelham, AL 35124
Linda L. Yerby	424 Wilderness Road Pelham, AL 35124

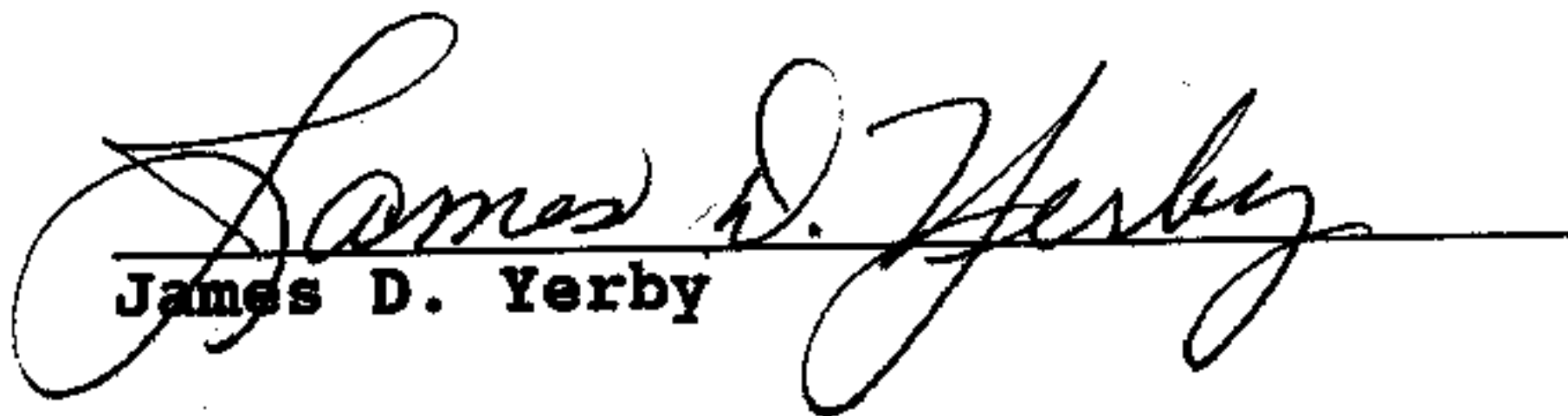
ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

James D. Yerby	424 Wilderness Road Pelham, AL 35124
Linda L. Yerby	424 Wilderness Road Pelham, AL 35124

I, the undersigned, have subscribed my name this the ____ day of June, 1992.


James D. Yerby


Linda L. Yerby

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

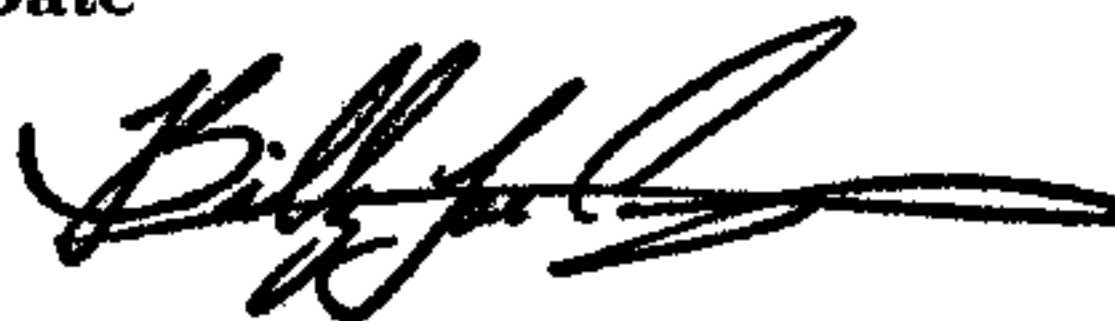
North Shelby Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michael Joiner, P O Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning June 24, 1992 and expiring October 23, 1992.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 24, 1992

Date



Billy Joe Camp

Secretary of State



State of Alabama

County

SHELBY

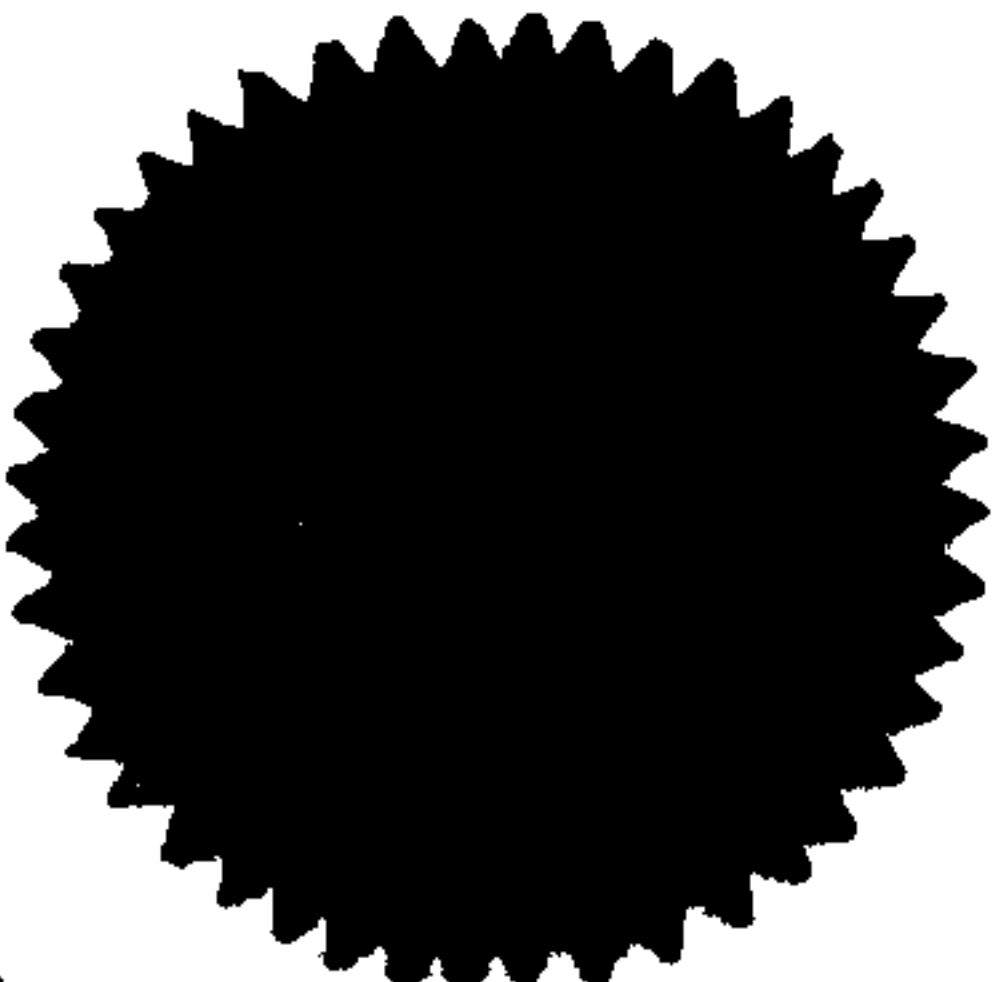
CERTIFICATE OF INCORPORATION
OF

NORTH SHELBY AUTO SALES, INC.

The undersigned, as Judge of Probate of _____ SHELBY _____ County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of _____ NORTH SHELBY AUTO SALES, INC. _____, duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of _____ NORTH SHELBY AUTO SALES, INC. _____, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the _____ 1st _____ day of _____ JULY _____, 19 92 _____.


Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-12734

07/01/1992-12734

07:51 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

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88.00