

ARTICLES OF INCORPORATION
OF

31 AUTO SALES, INC.

KNOW ALL MEN BY THESE PRESENTS: That for the purpose of forming a Corporation under the Alabama Business Corporation Act, as amended, (1980), the undersigned who are over the age of nineteen (19) years, desiring to organize a body corporate under the laws of the State of Alabama, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE
NAME

The name of the Corporation is 31 Auto Sales, Inc..

ARTICLE TWO
DURATION

The period for the duration of the corporation shall be perpetual.

ARTICLE THREE
PURPOSE

The purposes for which the corporation is organized are:
(a). To engage in the buying, selling, leasing and trading of automobiles and other vehicles. (b). To buy and sell all manner and types of vehicles. (c). To generally do any and all things normally associated with the automobile dealership industry and/or business.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders, thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing

08/10/1994-25066
02:02 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 MCD 90.00

Inst # 1994-25066

specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE FOUR
LOCATION

The location of the principal office of the corporation in the State of Alabama shall be 1129 1st Street North, Alabaster, Alabama 35007.

ARTICLE FIVE
CAPITAL

The total number of shares of stock which the corporation shall have authority to issue shall be 500 shares of common stock of the par value of \$1.00 per share. The amount of capital stock with which the corporation shall begin business shall be \$500.00, consisting of 500 shares of the common stock of the par value of \$1.00 per share.

ARTICLE SIX
INCORPORATOR

The name and principal office address of the officers designated by the incorporators to receive subscriptions to the capital stock of the corporation are:

Gregory N. Johnson
1129 1st Street North
Alabaster, Alabama 35007

A. The name and street address of the incorporators and the number of shares subscribed for are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>NO. OF SHARES</u>
Gregory N. Johnson	1129 1st Street No.	500

Alabaster, AL 35007

ARTICLE SEVEN
DIRECTOR

B. The name and address of the director chosen for the first year and until his/her successor is elected and qualified are as follows:

NAME OF DIRECTOR

STREET ADDRESS

Gregory N. Johnson

1129 1st Street No.
Alabaster, Alabama 35007

ARTICLE EIGHT
CAPITAL STOCK

This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the board of directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness of shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the board of directors may determine to be desirable.

No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of

this corporation, or of warrants, bonds, certificates or indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible in stock or carrying any rights to purchase stock, may be issued and disposed of pursuant to resolutions of the board of directors of this corporation to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the board of directors in the exercise of its discretion.

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the board of directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation, shall apply to this corporation and to every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of this certificate of incorporation.

The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the certificate of incorporation, and not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the stockholders. The bylaws of the corporation shall be subject to alteration, amendment

or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at the annual or special meeting of the stockholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The bylaws may also be amended in the interim between stockholders' meetings by a majority vote of the board of directors, provided, however, that the board of directors may not alter, amend, or repeal any bylaws establishing the number of directors constituting a quorum at a meeting of the board of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings.

The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by this certificate of incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation to determine the date or dates for the declaration and payment of dividend; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its by-laws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the stockholders receiving the same concurrently with the distributions thereof.

Subject to the provisions of subsection (d) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding,

whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Subject to the provisions of subsection (d) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court

shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in subsection (a) or (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under subsection (a) or (b) shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b) as the case may be. Such determination shall be made (1) by the board of directors by a majority vote of quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in the preceding subsection (d) upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount is and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as

to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he, individually, or such firm or association is so interested shall be disclosed or known to the board of directors or a majority of the members thereof as shall be present at any meeting of the board of directors, or of any committee of directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the board of directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

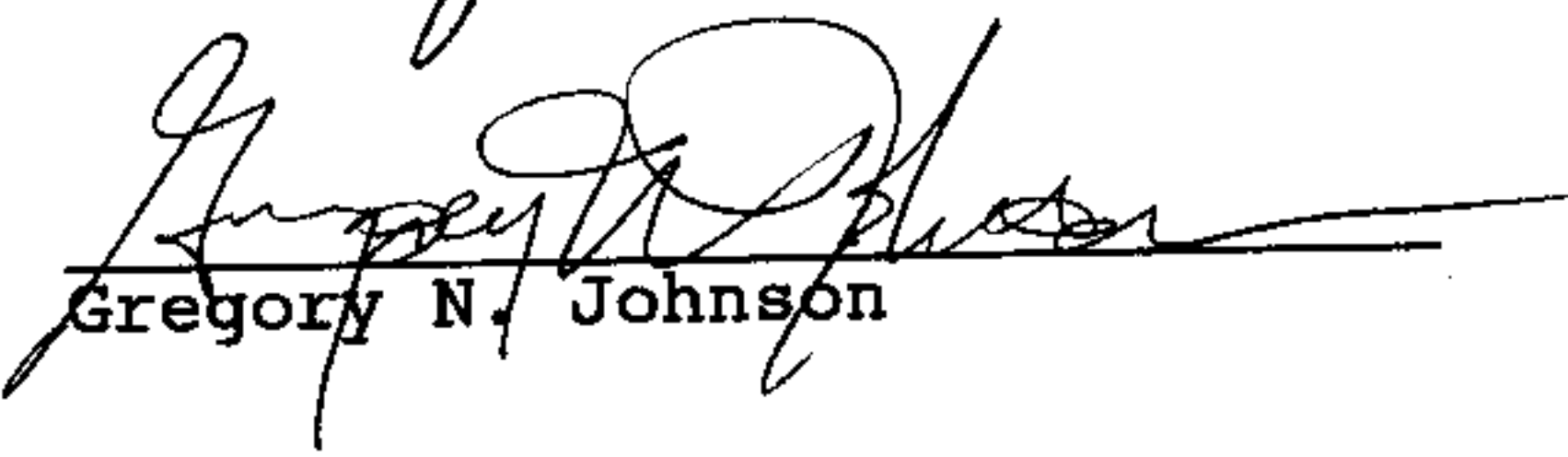
The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and stockholders herein are granted subject to this reservation.

Attached hereto, marked Exhibit "A" and made a part hereof, is a statement, under oath, made by Gregory N. Johnson, the officer or agent authorized by the incorporator to receive subscriptions to the capital stock of the corporation subscribed for and the amount thereof which has been paid in. There is also attached hereto, marked Exhibit "B" and made a part hereof, a true and correct copy of the subscription list of said corporation showing the amount of capital stock subscribed for by the incorporators and the manner in which such subscriptions are provided to be discharged.

ARTICLE NINE
REGISTERED AGENTS

The name of the Initial Registered Agent of the Corporation is Gregory N. Johnson and the address of the Initial Registered Office and Registered Agent of the corporation is as follows: 1129 1st Street No., Alabaster, Alabama 35007.

IN WITNESS WHEREOF, the undersigned incorporator have hereunto subscribed his signature to this certificate of incorporation this 1st day of August, 1994.

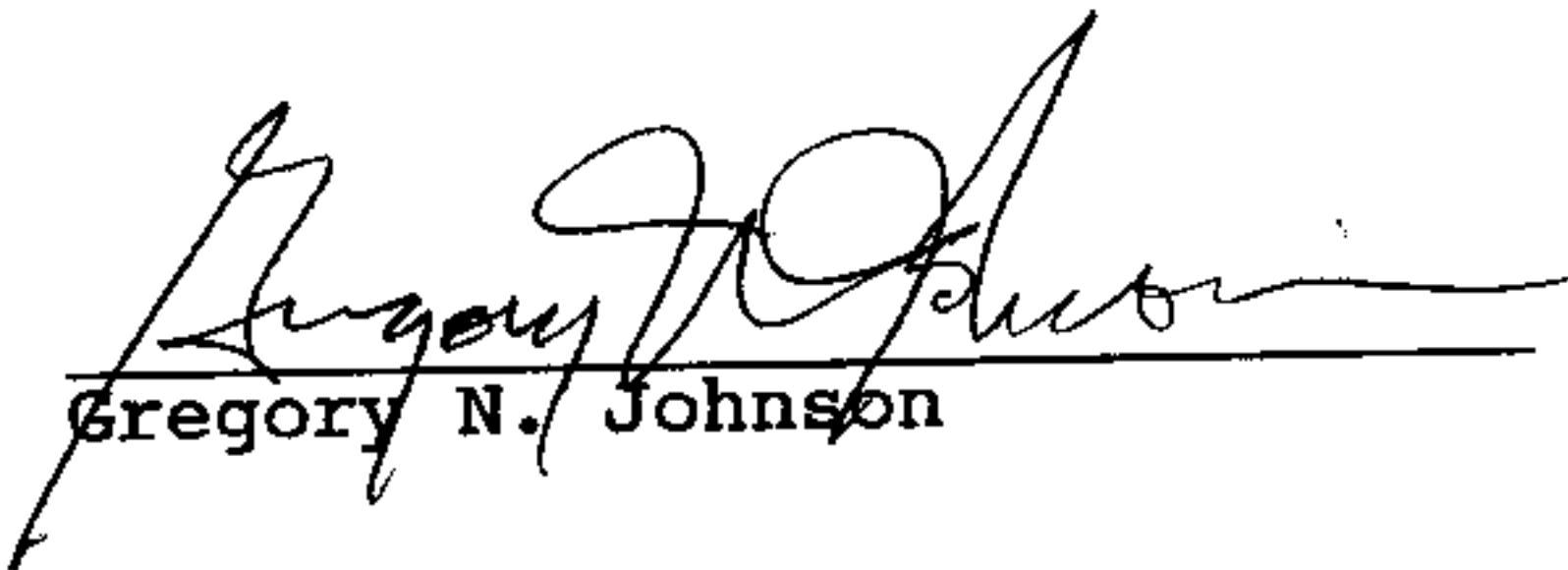


Gregory N. Johnson

EXHIBIT "A"

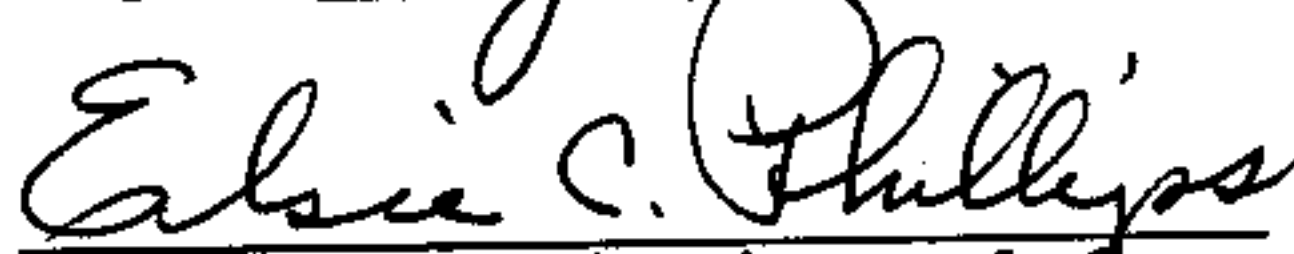
STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Gregory N. Johnson, who is known to me, and who, being by me first duly sworn according to law, deposed and said that he is the officer or agent designated and authorized by the incorporator of the 31 Auto Sales, Inc., a corporation proposed to be incorporated under the laws of the State of Alabama, to receive subscription to the capital stock of said corporation that has been paid in cash is \$500.00 which amount is at least twenty per cent (20%) of the stock subscribed; that a true copy of the subscription list of capital stock of said corporation and the price paid in cash therefor by the subscriber is attached hereto, marked Exhibit "B" and made a part hereof; and that affiant now holds said cash for delivery to said corporation, upon completion of the organization thereof.



Gregory N. Johnson

Subscribed and sworn to
before me this 1st
day of August, 1994.



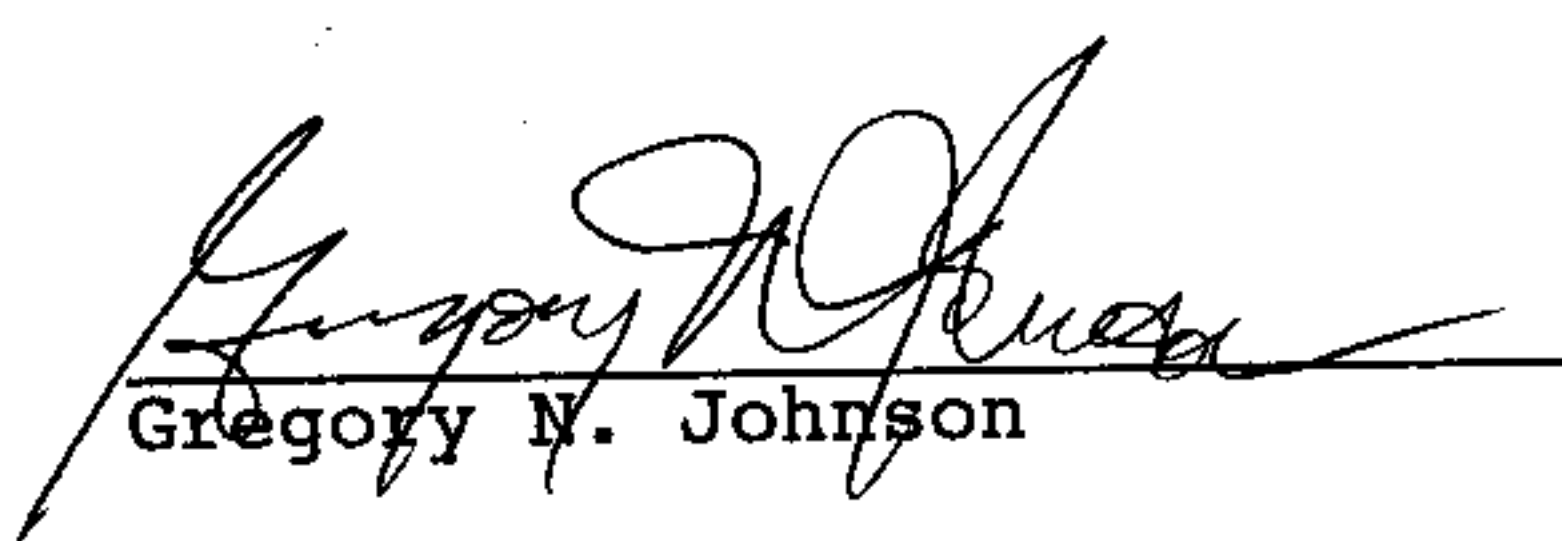
Notary Public in and for
County of Shelby, Alabama

MY COMMISSION EXPIRES FEBRUARY 6, 1995

EXHIBIT "B"
SUBSCRIPTION LIST OF THE CAPITAL STOCK
OF
31 Auto Sales, Inc.

I, the undersigned, do hereby respectively subscribe for and agree to take and pay in cash for the number of shares of common stock of the par value of \$1.00 per share of 31 Auto Sales, Inc., a corporation proposed to be organized under the laws of the State of Alabama, that is set opposite my signature.

IN WITNESS WHEREOF, the undersigned subscriber has signed his name hereto, all opposite the number of shares subscribed for by the undersigned, this 1st day of August, 1994.

	No. of Shares	Amount paid in cash
 Gregory N. Johnson	500	\$500.00

STATE OF ALABAMA

I, Jim Bennett, 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:

31 Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Veitch, 3821 Lorna Road Ste 116, Birmingham, AL 35244 for a period of one hundred twenty days beginning July 19, 1994 and expiring November 17, 1994.



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.

July 19, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

31 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 31 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 31 AUTO SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of AUGUST, 19 94.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1994-25066

08/10/1994-25066
02:02 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 MCD 90.00

