

STATE OF ALABAMA)
SHELBY COUNTY)

**CERTIFICATE OF INCORPORATION
OF
SHELBY AUTO BROKERS, INC.**

I, the undersigned, desiring to form a corporation pursuant to Title 10, Chapter 2, Code of Alabama, 1975, do hereby make, publish and acknowledge this Certificate for that purpose, as follows:

FIRST

The name of the Corporation shall be "SHELBY AUTO BROKERS, INC."

SECOND

The purposes for which the same is to be formed are to do any and all of the things hereinafter set forth:

- A. To engage in the business of buying, selling and trading motor vehicles and to repair, renovate and rebuild motor vehicles and to do any and all acts in and about the conduct of said business.
- B. To hold in inventory any goods, wares or merchandise or other things of value.
- C. To take, buy, purchase, exchange, take on lease, sublease, and otherwise acquire, own, use, hold, occupy, manage, control, maintain, improve, develop, mortgage, and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of and generally deal in or with real estate, real property, personal property, and property of every kind, character and description, both improved and unimproved, and any and all interests and rights therein and thereto, located in any part of the world, and to acquire, hold, lease, manage, operate, develop, control, build, construct, erect,

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reconstruct, or purchase directly any lands, buildings, offices, plants, warehouses, mills, stores, ships, shops, factories, machinery, rights, easements, permits, franchises, and licenses and other like things, and to sell, lease, hire, exchange, rent or otherwise dispose of lands, buildings, personal property and other property of the Corporation, or any part thereof.

D. To borrow money and to secure, hold, mortgage, lend, lease and convey for the purpose of carrying on the business of the Corporation, any and all property, real and personal.

E. In general, to do any and all things and exercise any and all powers which may now exist or ever hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Alabama or any other laws which may now or hereafter be applicable to the Corporation.

F. The foregoing clauses shall be construed as both objects and purposes and powers of the Corporation, and it is hereby expressly provided that the foregoing shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD

The location of the initial registered office of the Corporation shall be in the City of Alabaster, Shelby County, Alabama, at 9225 Hwy. 119 South, Alabaster, Alabama 35007. The name of the initial registered agent is Carmon H. McConathy, and she is hereby appointed as the agent to receive service of process for the Corporation at the initial registered office address as set forth herein.

FOURTH

The total number of shares of stock which the Corporation shall be authorized to issue shall be ONE HUNDRED SHARES OF COMMON STOCK, with a PAR VALUE OF TEN DOLLAR AND NO/100 (\$10.00) PER SHARE, such stock to be both participating and voting.

FIFTH

A. The name and address of the person designated by the Incorporator to receive subscriptions to the capital stock shall be:

Carmon H. McConathy, 9225 Hwy. 119 South, Alabaster, AL 35007.

B. The name and address of the Incorporator and the number of shares subscribed to by them are as follows:

Carmon H. McConathy 9225 Hwy. 119 South Alabaster, AL 35007	50 Shares
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Marvin E. Hall, Jr. 9225 Hwy. 119 South Alabaster, AL 35007	50 Shares
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Total	100 Shares
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C. The name and address of the Directors who are to serve until the first meeting of stockholders are as follows:

Carmon H. McConathy 9225 Hwy. 119 South Alabaster, AL 35007	PRESIDENT/TREASURER
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Marvin E. Hall, Jr. 9225 Hwy. 119 South Alabaster, AL 35007	VICE PRESIDENT/SECRETARY
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all at 9225 Hwy. 119 South, Alabaster, AL 35007.

SIXTH

The duration of the Corporation shall be perpetual.

SEVENTH

This Corporation shall be managed by a Board of Directors whose number shall be no less than one, and who shall be elected by a majority vote of the stockholders of the common stock of the Corporation, and each share shall be entitled to one vote.

EIGHTH

The Corporation shall only be liquidated and dissolved by majority vote of the stockholders after proper notice and election.

NINTH

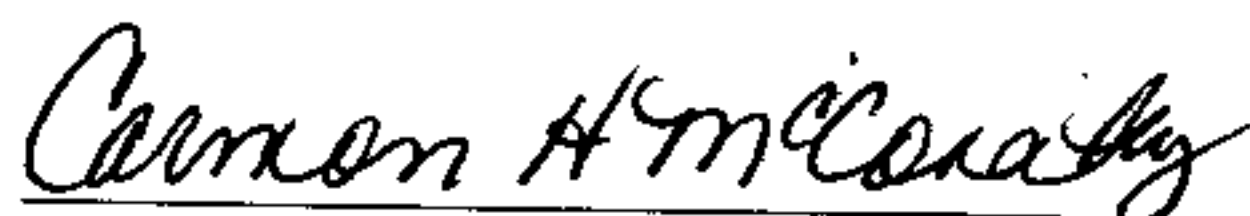
That the shares of the Corporation are closely held and any shareholder desirous of selling or otherwise transferring ownership of his share must by agreement, first offer rights of first refusal to all other shareholders of record at the greater price of book value or par value of the said stock.


Any portion of the authorized stock which is not issued shall be held by the corporation as treasury stock. A vote of the majority of the outstanding and issued stock shall be required for & the corporation to sell or transfer any treasury stock.

TENTH

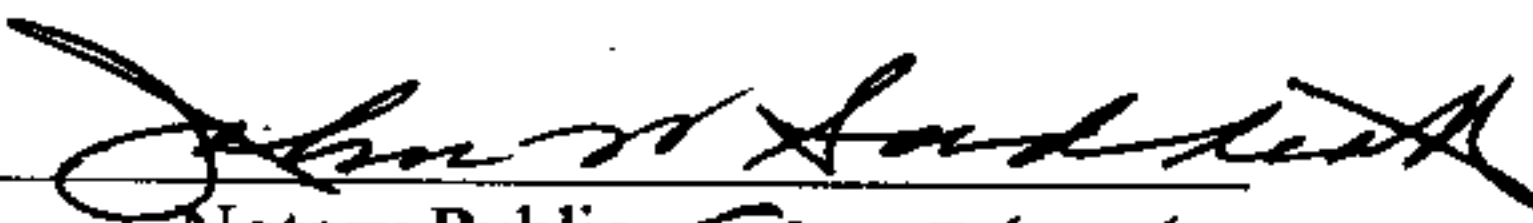
The Corporation shall have the right to adopt a Corporate seal and make by-laws for the regulation of its internal affairs and for other purposes not inconsistent with the Constitution and laws of the State of Alabama and this Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed her name to this Certificate of Incorporation, this the 31st day of October, 1997.


Carmon H. McConathy


Marvin E. Hall, Jr.

GIVEN UNDER MY HAND AND SEAL this the 31st day of October, 1997.


Notary Public Apr 5/21/99

STATE OF ALABAMA)

SHELBY COUNTY)

AFFIDAVIT OF STOCK SUBSCRIPTIONS

Before me, the undersigned, a Notary Public and for the said County, in said State, personally appeared Carmon H. McConathy, the person authorized and designated by the Incorporator of SHELBY AUTO BROKERS, INC., to receive subscriptions to the capital stock of said Corporation, who is known to me, after being duly sworn, deposes and says as follows:

That the amount of capital stock of SHELBY AUTO BROKERS, INC., which has been paid in is as follows:

Carmon H. McConathy	50 Shares
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Marvin E. Hall, Jr.	50 Shares
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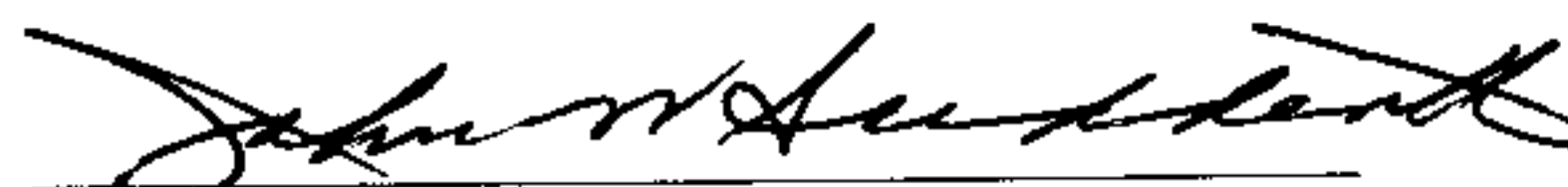
Total	100 Shares
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This the 31st day of October, 1997.


Carmon H. McConathy


Marvin E. Hall, Jr.

GIVEN UNDER MY HAND AND SEAL this the 31st day of October, 1997.


Notary Public Exp 5/27/99

STATE OF ALABAMA)

SHELBY COUNTY)

PREINCORPORATION SUBSCRIPTION AGREEMENT

I, the undersigned Incorporator of SHELBY AUTO BROKERS, INC., hereby subscribe to the number of shares of said Corporation listed by my names, as follows:

Carmon H. McConathy 50 Shares

Marvin E. Hall, Jr. 50 Shares

Total 100 Shares

I agree to pay into the Corporation a sum in cash or property equal to not less than TEN DOLLARS AND NO/100 DOLLARS (\$10.00 per share) for each share of stock subscribed.

This the 3rd day of January, 1997.

Carmon H. McConathy
Carmon H. McConathy

Marvin E. Hall, Jr.
Marvin E. Hall, Jr.

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 10-2B-4.02, 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:

Shelby AutoBrokers, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jeff Mcconathy, 9225 Highway 119 South, Alabaster, AL 35007 for a period of one hundred twenty days beginning September 9, 1997 and expiring January 8, 1998.



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.

September 9, 1997

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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