

ARTICLES OF INCORPORATION
OF
GROVE AUTOMOTIVE GROUP, Inc.

The undersigned, being over the age of 21 years, and acting as sole incorporator of **GROVE AUTOMOTIVE GROUP, Inc.**, a corporation duly formed under the laws of the State of ALABAMA, hereby adopts the following Articles of Incorporation for such corporation:

- I. The name of the corporation is **GROVE AUTOMOTIVE GROUP, Inc.**
- II. The period of duration for the corporation is perpetual.
- III. The purpose or purposes for which the corporation is organized are:
 - A. To buy, sell, and/or trade cars, trucks and other types of motor vehicles, or any other such business that is related to, or connected with the motor vehicles; and any other lawful business which the board may deem proper.
- IV. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) common shares with no par value.
- V. The regulation of the corporation shall lie with the Board of Directors who shall direct all internal affairs of the corporation.
- VI. The address of the initial registered office of the corporation is:

217 Lane Park Circle
Maylene, Alabama 35114-6093

and the name of its initial registered agent at such address is:

Anthony C. Grove

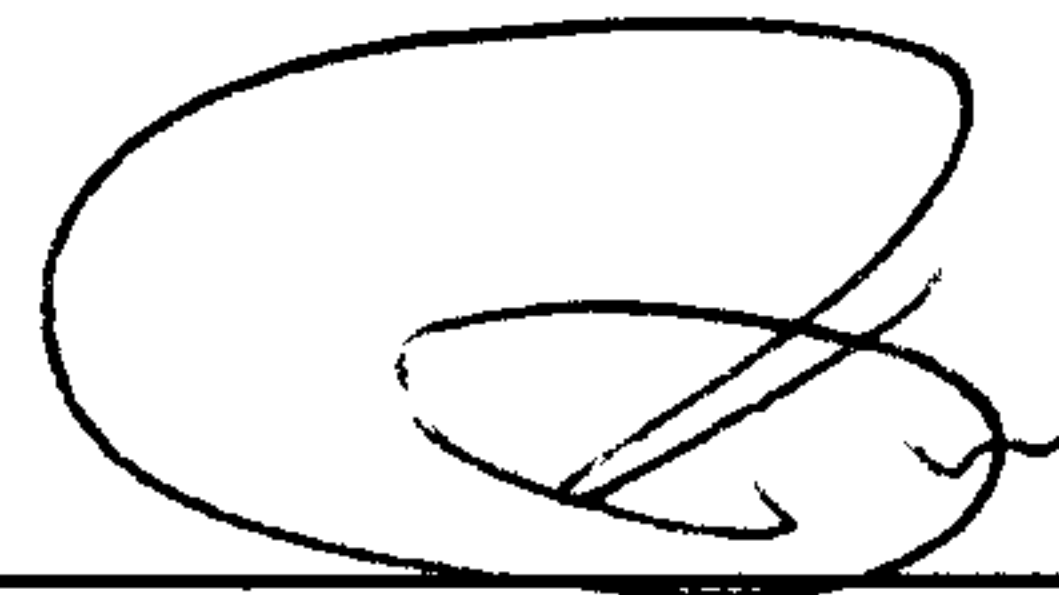
VII. The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the persons who will serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony C. Grove – President/Secretary	217 Lane Park Circle Maylene, Alabama 35114-6093

VIII. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony C. Grove	217 Lane Park Circle Maylene, Alabama 35114-6093

IN WITNESS THEREOF, I have affixed my name to this instrument on this the 15TH day of MAY, 2002.



Anthony C. Grove
Incorporator

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:

Grove Automotive Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steve Jones, PO Box 847, Bessmer, AL 35021 for a period of one hundred twenty days beginning May 8, 2002 and expiring September 6, 2002.

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.

May 8, 2002



Date

Jim Bennett

Jim Bennett

Secretary of State

