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ARTICLES OF INCORPORATION

OF

LAKE SIDE AUTO SALES, INC.

The undersigned, acting as the sole incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lakeside Auto Sales, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To own and operate a business engaged in buying and selling automobiles and other vehicles and/or equipment; to engage in any lawful business or activities related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand, at One Dollar (\$1.00) par value per share.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SIXTH: The address of the initial registered office of the corporation is Rt. 2, Box 1351, Alabaster, Alabama 35007 and the name of its initial registered agent at such address is Thomas P. Mulrooney.


SEVENTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Thomas P. Mulrooney	Rt. 2, Box 1351, Alabaster, Alabama 35007

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Thomas P. Mulrooney	Rt. 2, Box 1351, Alabaster, Alabama 35007

I, THE UNDERSIGNED, have subscribed my name this 31 day of July, 19 87.


Thomas P. Mulrooney
Sole Incorporator

This instrument was prepared by Ronald E. Jackson, Attorney at Law, whose address is P.O. Box 66, Pelham, Alabama 35124.

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STATE OF ALABAMA

I, Glen Browder, 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, the corporate name Lakeside Auto Sales, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Lakeside Auto Sales, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



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 13, 1987- expires 11-11-87

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

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

GIVEN Under My Hand and Official Seal on this the 4th day of AUGUST, 19 87

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 AUG -4 AM 11:09

Thomas A. Swanson, Jr.
JUDGE OF PROBATE

Thomas A. Swanson, Jr.

Judge of Probate

RECORDING FEES

Recording Fee \$ 35.00

Index Fee 1.00

TOTAL \$ 36.00