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ARTICLES OF INCORPORATION

OF

SHARCO, INCORPORATED

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 SHARCO, INCORPORATED.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

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ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in service and repair of automobiles and related services thereto, including but not limited to the sale of used cars, or upon proper authority the sale of new automobiles, the sale of automotive accessories, sales of parts and the sale or service of any automobile or any automotive related items and 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.

ARTICLE FOUR

REGISTERED OFFICE

- 4.01. The street address of the initial registered office of the corporation is 321 First Street North, Alabaster, Alabama 35007.
- 4.02. The initial registered agent at that address is James R. Kramer.

ARTICLE FIVE

CAPITAL STOCK

The total number of shares that the corporation has authority to issue is Four Hundred (400) shares of common stock

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with a par value of One Hundred Dollars (\$100.00) per share.

The number of shares subscribed shall be 400 and the name and address of the subscribers to the capital stock are as follows:

Name		Number of Shares
John Gaydon 1346 3rd Ave. S.W. Alabaster, Alabama	35007	200
Sharon Gaydon 1346 3rd Ave. S.W. Alabaster, Alabama	35007	100
Glenn A. Langston 1616 Berkley Ave Bessemer, Alabama	35020	100

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:

John Gaydon	1346 3rd Ave. s.W. Alabaster, Alabama 35007
Sharon Gaydon	1346 3rd Ave. S.W. Alabaster, Alabama 35007
Glenn A. Langston	1616 Berkley Ave. Bessemer, Alabama 35020

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

John Gaydon	1346 3rd Ave. S.W. Alabaster, Alabama	35007
Sharon Gaydon	1346 3rd Ave. S.W. Alabaster, Alabama	35007
Glenn A. Langston	1616 Berkley Ave. Bessemer, Alabama	35020





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I, the undersigned, have subscribed my name this the day of March, 1990.

Sharon Gaydon

Glenn A, Langston

NOTE TO A CONTROL OF THE CONTROL OF



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Sharco, Incorporated

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Sharco, Incorporated" is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Kramer, P.O. Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning February 6, 1990 and expiring June 7, 1990.



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 February 6, 1990.

Perry A. Hand Secretary of State

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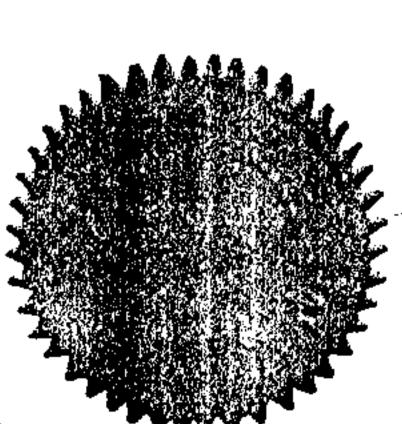
State Office Building

Room

Montgomery, AL 36130

(205)

State of Alabama County PAGE 177 <u>Shelby</u> CERTIFICATE OF INCORPORATION OFSharco, Incorporated 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 ______, duly...____, 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 ______ Sharco, Incorporated _____, and attaches hereto a duplicate original of the Articles of Incorporation. GIVEN Under My Hand and Official Seal on this the ______ 13th _____ day of March 19 90



STATE OF ALA. SHELDY CO.

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Judge of Probate

JUDGE OF PROBATE