

Do not write above this line. For County and State use.

Articles of Incorporation of

SOUTHERN MANUFACTURERS SALES, INC.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is

SOUTHERN MANUFACTURERS SALES, INC.

Article II

Duration

The duration of the corporation is perpetual.

Article III

Purpose(s)

The corporation has been organized for the following purpose(s):

PARTS SALES OF AUTOMOTIVE, TRUCK, TRAILER AND EQUIPMENT, INCLUDING BUT NOT

LIMITED TO SALES. TO PURCHASE, ACQUIRE, TAKE, RECEIVE, OWN, HOLD, IMPROVE, USE, SELL

CONVEY, ASSIGN, EXCHANGE, TRADE, TRANSFER, RELEASE, MORTGAGE, ENCUMBER, PLEDGE, LEASE
HIRE, AND DEAL IN REAL AND PERSONAL PROPERTY OR ANY INTEREST THEREIN OF ANY KIND,
and the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

Article IV

Authorized Capital Stock

The number of shares which the corporation shall have the authority to issue is
1,000 and the par value of each share shall be \$1.00

for a total authorized capital of \$1.00. If the shares are to be without par value, then "no par value" should be stated.

Inst # 1992-09450

09562744322R99#5ED

SHELBY COUNTY JUDGE OF PROBATE
DOUG MCDONALD \$0.00

Billy R. Adams
2809 Bowing Ave
Birmingham, AL 35243

Article V
Registered Office/Agent

The location and street address (law requires a street address) of its initial registered office is _____

2801 DOWNING CIRCLE, BIRMINGHAM, ALABAMA 35242

and the name of its initial registered agent at such address is BILLY R. ADAMS

Article VI
Board of Directors

The names and addresses of the initial Board of Directors are:

BILLY R. ADAMS

2801 DOWNING CIRCLE, BIRMINGHAM, AL 35242

CAROLYN H. ADAMS

2801 DOWNING CIRCLE, BIRMINGHAM, AL 35242

Article VII
Incorporators

The names and addresses of the incorporators are as follows:

BILLY R. ADAMS

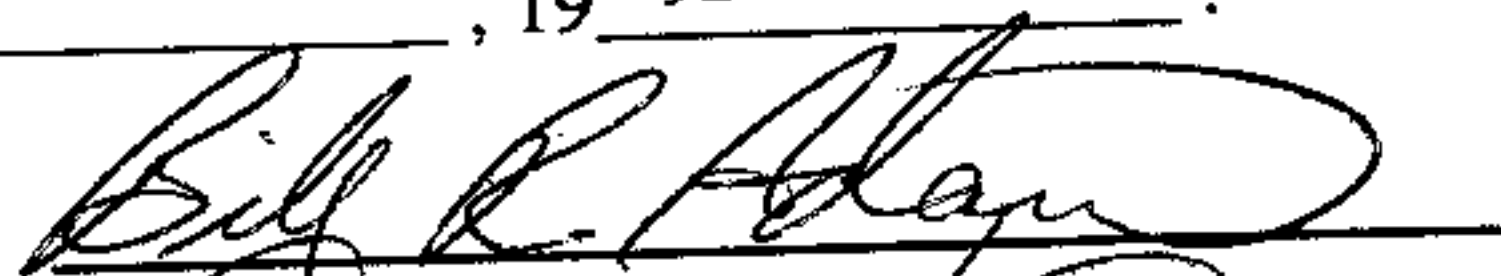
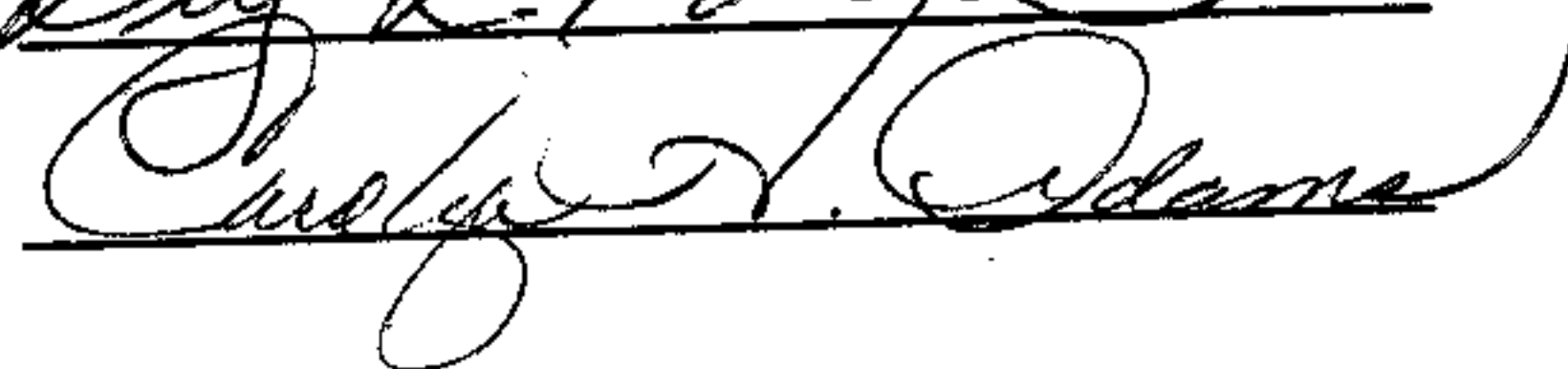
2801 DOWNING CIRCLE, BIRMINGHAM, AL 35242

CAROLYN H. ADAMS

2801 DOWNING CIRCLE, BIRMINGHAM, AL 35242

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation, of this, the 18th day of MARCH, 19 92.

THIS DOCUMENT PREPARED BY:
BILLY R. ADAMS

STATE OF ALABAMA

I, Billy Joe Camp, 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:

Southern Manufacturers Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Billy R. Adams, 2801 Downing Circle, Birmingham, AL 35242 for a period of one hundred twenty days beginning April 16, 1992 and expiring August 15, 1992.



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.

April 16, 1992

Date

A stylized, handwritten signature in dark ink, appearing to read "Billy Joe Camp".

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

SOUTHERN MANUFACTURERS 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 SOUTHERN MANUFACTURERS 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 SOUTHERN MANUFACTURERS SALES, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of

MAY, 19 92.



Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-09450

05/27/1992-09450
01:22 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 88.00