

ARTICLES OF INCORPORATION
OF

DeMarco Enterprises, Inc.

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

FIRST: The name of the corporation is DeMarco Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) Motor Vehicle Reconditioner, Rebuilder and Used Motor Vehicle Dealer.

(b) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business of the State of Alabama or any other state of the United States.

FOURTH: The location and mailing address of the initial registered office, and the name of the initial registered agent at such address of the corporation

is: Joseph DeMarco
3022 Pelham Parkway
P.O. Box 723
Pelham, Alabama 35214

Inst # 1992-10821

*Reorganization Consultant¹
P.O. Box 370004
Birmingham, AL*

35231-0004

- FIFTH:** The amount of total number of shares authorized to be issued shall be One Hundred (100) shares, having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred Dollars (\$100) divided into One Hundred (100) shares a par value of One Dollar (\$1.00) each.
- SIXTH:** The name and post office address of the incorporator is as follows:
- | <u>Name</u> | <u>Address</u> |
|----------------|---------------------------------------|
| Joseph DeMarco | P.O. Box 723
Pelham, Alabama 35214 |
- SEVENTH:** The following officer has been chosen to serve the corporation until the first annual meeting of the Board of Directors and/or until his successors are duly elected, viz:
Joseph DeMarco President & Secretary
- EIGHTH:** The President shall have the authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, and the President shall have authority to affix said seal to instruments requiring it, and attest the same.
- NINTH:** Joseph DeMarco, Jr. shall serve the Corporation as Director until the first annual meeting of the Stockholders and/or until his successors are duly elected. Address: 3022 Pelham Parkway
Pelham, Alabama 35124
- TENTH:** The corporate powers shall be exercised by the President, except as otherwise provided by statute

or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by state, the President is hereby expressly authorized:

- (a) To adopt, alter, amend and repeal the By-laws of the corporation, but By-laws so made by the directors may be altered or repealed by the directors or shareholders; and,
- (b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part, of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The Corporation may, and its By-laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to these articles of Incorporation on this the 5 day of June, 1992.


Joseph DeMarco

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:

DeMarco Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Erroll Bicks, 317 N. 20th Street, Birmingham, AL 35203 for a period of one hundred twenty days beginning March 11, 1992 and expiring July 10, 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.

March 11, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

DEMARCO ENTERPRISES, INC.

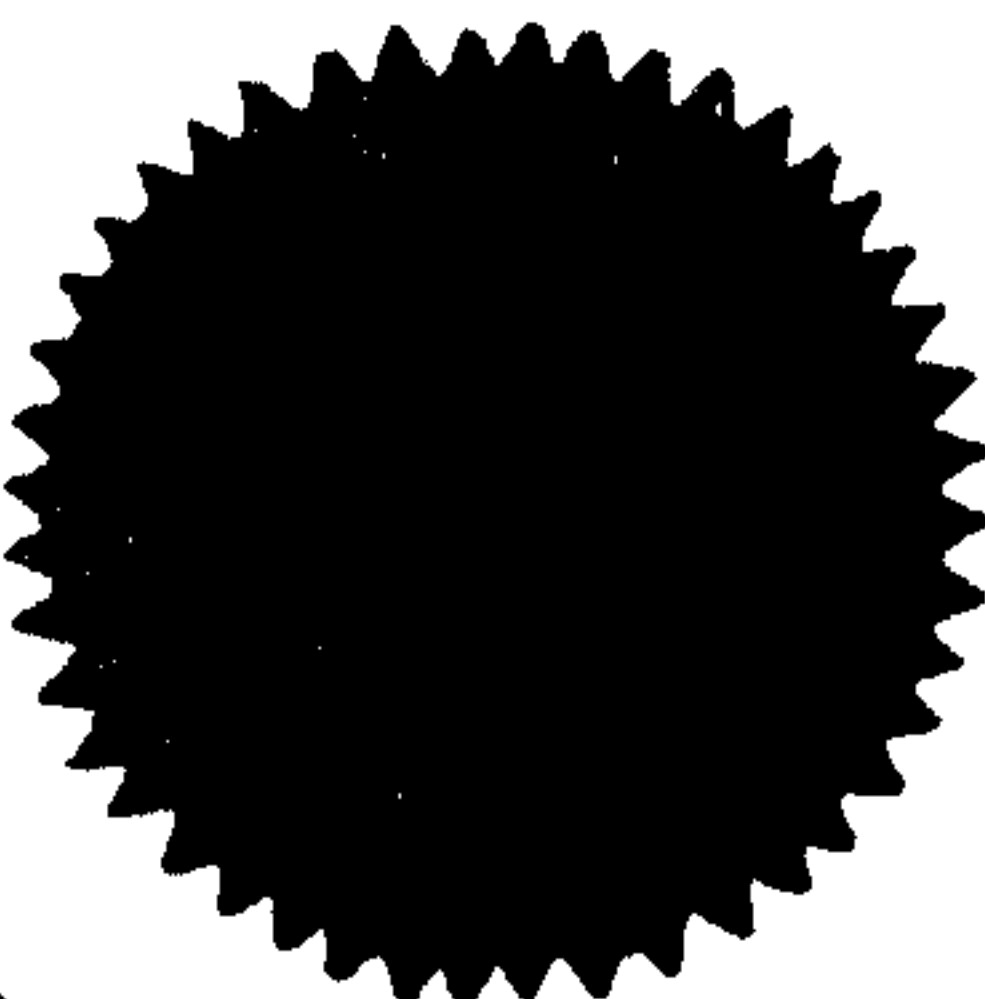
The undersigned, as Judge of Probate of _____ SHELBY _____ County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of _____ DEMARCO ENTERPRISES, INC. _____, duly signed pursuant to the provisions of the Alabama Business Corporation Act, have 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 _____ DEMARCO ENTERPRISES, INC. _____, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the _____ 10th _____ day of _____ JUNE _____, 19 92 _____.

Thomas A. Snowden Jr.

Judge of Probate



Inst # 1992-10821
06/10/1992-10821
01:04 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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