

ARTICLES OF INCORPORATION OF
AUTOMASTER ENTERPRISES, INC.

The undersigned, a natural person of the age of 21 or more, for the purpose of forming a corporation under the General Business Corporation Act of the State of Alabama, hereby adopt the following Articles of Incorporation:

Article I
NAME

The name of the corporation is Automaster Enterprises, Inc.

Article II
STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 10,000 shares, each of which shall have no par value, and all of which shall be of one classification.

Article III
DURATION

The duration of the corporation is perpetual.

Article IV
PURPOSE

The corporation has been organized for the following purposes: to buy, sell and install products available in the automotive aftermarket and to transact any or all lawful business for which corporations may be incorporated under the Alabama General Business Corporation Act.

Article V
REGISTERED AGENT/OFFICE

The location and street address of the initial registered office is
290 Oak Tree Drive

1993-00123
Inst #

Sterrett, Alabama 35147 (Shelby County)
and the name of its initial registered agent at such address is
Jimmy E. Phillips.

Article VI

BOARD OF DIRECTORS

The number of directors shall not exceed seven, as determined by the bylaws of the corporation. The name and address of the initial board of directors is

✓ Jimmy E. Phillips	290 Oak Tree Drive	Sterrett, Al. 35147
Ruth A. Phillips	290 Oak Tree Drive	Sterrett, Al. 35147
J. Douglas Phillips	290 Oak Tree Drive	Sterrett, Al. 35147

Article VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights.

Article VIII

BYLAW AMENDMENTS

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws.

Article IX

CUMULATIVE VOTING FOR DIRECTORS

There shall be no cumulative voting for directors.

Article X

INDEMNIFICATION

The corporation shall have the power to indemnify to the fullest extent permitted by the law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation.

Article XI

NO PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

(c) Any distribution which is unlawful; (d) Any transaction from which the director devived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

Article XII

CORPORATION PURCHASE OF ITS OWN SHARES

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

Article XIII

INCORPORATORS

The names and addresses of the initial incorporator(s) are as follows:

Jimmy E. Phillips
290 Oak Tree Drive
Sterrett, Al. 35147

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation.

IN WITNESS THEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation, on this, the 4th day of JANUARY, 1993.



The person to contact with any question concerning this filing is:

Jimmy E. Phillips, 290 Oak Tree Dr., Sterrett, Al., (205)678-9034
or (205)933-1160

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:

Automaster Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jimmy Phillips, 290 Oak Tree Drive, Sterrett, AL 35147 for a period of one hundred twenty days beginning September 11, 1992 and expiring January 10, 1993.



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.

September 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 AUTOMASTER 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 AUTOMASTER 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 AUTOMASTER ENTERPRISES, 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 JANUARY, 19 93

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1993-00123

01/04/1993-00123
02:04 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 88.00

