

ARTICLES OF INCORPORATION
OF
✓ Pelham Auto & Truck Sales, Inc.
(An Alabama Corporation)

ARTICLE I
NAME

The name of the corporation shall be Pelham Auto & Truck Sales, Inc. (hereinafter the "Corporation").

ARTICLE II
DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

The purpose for which the Corporation is organized are:

- (1) To purchase, sell, repair, maintain, transport, rent, lease and provide any and all services related to motor vehicles.
- (2) to include the performance of such other acts and things consistent with the aforesaid purposes for which the corporation is organized, as are necessary for or incidental to the accomplishment of these purposes,
- (3) to include the transaction of any or all lawful business for which corporations may be incorporated under Alabama Business Corporation Act, Ala. Code § 10-2A-1, et seq. (1975).

ARTICLE IV
STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand, (1,000). The par value of each such share shall be One Dollar, (\$1.00).

3135 Hwy 31 So.
Pelham, AL
35124

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ARTICLE V
STOCK CLASSES

The Corporation shall have one class of stock which shall be common stock.

ARTICLE VI
SERIES

The Corporation may issue the Class B shares of preferred stock in series. The board of directors of the corporation (hereinafter the "Board") shall establish such series and fix and determine the variations in the relative rights and preferences as between series.

ARTICLE VII
PREEMPTIVE RIGHTS

Each shareholder entitled to vote for the election of directors shall have the preemptive rights to purchase his proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his holdings of such class of shares at any time in which shares of such class are offered for purchase.

ARTICLE VIII
VOTING

Not less than a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. Each outstanding share, regardless of class, shall be entitled to one vote, which vote shall not be cumulative, on each such matter submitted to a vote at a meeting of the shareholders. Except as otherwise required by law, the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX
DIRECTORS' AUTHORITY

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, its board of directors, except that any authority to set salaries of the Board of corporate officers shall be exercised or performed by the Finance Committee of the Board and shall be approved by the shareholders at the annual meeting.

ARTICLE X
DISTRIBUTION FROM CAPITAL SURPLUS

The Board may, from time to time, distribute to its shareholders out of the capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(1) No such distribution shall be made at a time when the Corporation is insolvent or when such distribution would render the Corporation insolvent;

(2) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid;

(3) No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of liquidation; and

(4) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof.]

ARTICLE XI
REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation and the name of the initial registered agent at that address shall be David H. Cooper, 4845 Caldwell Mill Road, Birmingham, Alabama 35242.

ARTICLE XII
DIRECTORS

Directors shall be natural persons who are residents of the State of Alabama and shareholders in the corporation. The number of directors constituting the initial Board shall be two 1). The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors be elected and qualify are:

Name: David H. Cooper
Address; 4845 Caldwell Mill Road
Birmingham, Alabama 35242

Name: Nina Cooper
Address; 4845 Caldwell Mill Road
Birmingham, Alabama 35242

ARTICLE XIV
INCORPORATORS

The name and address of each incorporator of the Corporation is;

Name: David H. Cooper
Address; 4845 Caldwell Mill Road
Birmingham, Alabama 35242

Name: Nina Cooper
Address; 4845 Caldwell Mill Road
Birmingham, Alabama 35242

IN WITNESS WHEREOF, the undersigned incorporators has hereunto subscribed his/her signature to these Articles of Incorporation on this the 3rd day of May, 19993

David H. Cooper
Incorporator

Nina H. Cooper
Incorporator

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, Felicia Louoy, a notary public in and for the County in said State, hereby certify that DAVID H. COOPER AND NINA COOPER, whose names are signed to the foregoing document, and who are known to me, acknowledged before me on this day that, being informed of the contents of the document, they executed the same voluntarily on the day the same bears date.

Given under my hand this the 3rd day of May, 19993

Felicia Louoy
Notary Public
My Commission expires on:
My Commission Expires Nov. 21, 1993

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:

Pelham Auto & Truck Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Millard Jones, 620 Creekview Drive, Pelham, AL 35124 for a period of one hundred twenty days beginning April 29, 1993 and expiring August 28, 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.

April 29, 1993

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

PELHAM AUTO & TRUCK SALES, INC.

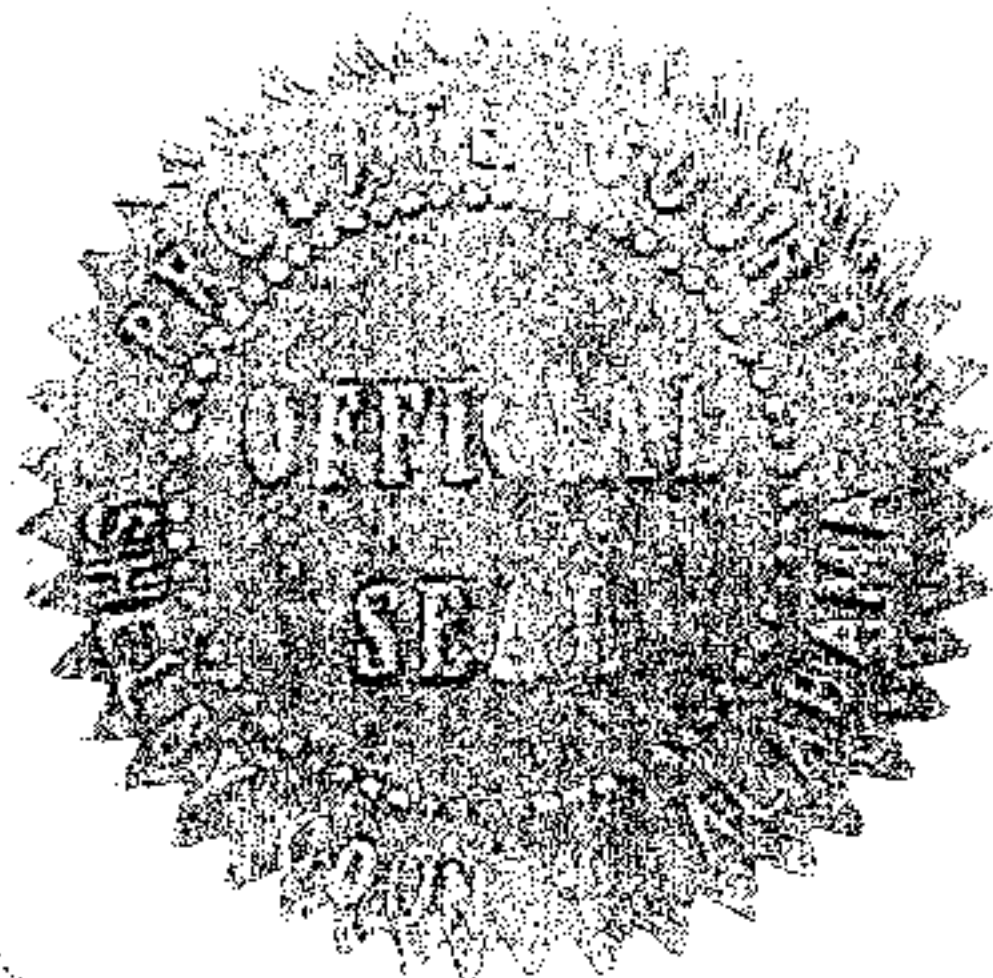
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of PELHAM AUTO & TRUCK SALES, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received 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 PELHAM AUTO & TRUCK SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3 day of MAY, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate



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