

This instrument prepared by:
Frank R. Parsons
Attorney at Law
5308 Oporto-Madrid Blvd.
Birmingham, Alabama 35210

STATE OF ALABAMA)
JEFFERSON COUNTY)

THE ARTICLES OF INCORPORATION
OF
COOSA VALLEY MOTORS, INC.

Inst # 1993-37093

11/22/1993-37093
11:24 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
908 MCD

TO THE HONORABLE JUDGE OF PROBATE, IN AND FOR SAID COUNTY
IN SAID STATE:

For the purpose of incorporating COOSA VALLEY MOTORS, INC.,
the undersigned hereby certify as follows:

1. The corporate title of said company is COOSA VALLEY MOTORS, INC.
2. The names, addresses and shares of stock held by each of the incorporators are:
 - (a) J. Wayne Graves 510 Shares
602 Old Town Way
Alabaster, Alabama 35007
 - (b) Rick Trotter 490 Shares
2604 Diamond Circle
Hoover, Alabama 35216
3. The domicile is Birmingham, Jefferson County, Alabama.
4. Amount of capital stock and particulars as to class or classes thereof:

The total authorized capital stock of this corporation is Two Thousand Dollars (\$2,000.00) which shall be divided into two thousand shares of common stock of the par value of One

Dollar (\$1.00) per share. The owner of each share of common stock shall be entitled to receive dividends as declared by the Board of Directors each year. The owner or owners of said common stock shall be entitled to one vote for each share of common stock owned.

No shareholder of said common stock shall transfer, alienate, or in any way dispose of any share of the corporation unless such shall first have been in writing offered for sale to the corporation upon the same terms as offered to any other individual or corporation. The corporation reserves and shall have the exclusive right and option to purchase such share or shares at said offered price in ninety days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have exercised its option to purchase such share or shares shall be free to transfer, alienate, or otherwise dispose of such share or shares without any restriction whatsoever.

The amount of capital with which said corporation shall begin business is One Thousand Dollars (\$1,000.00) all of which shall be common stock.

5. Period of existence is perpetual.

6. The purpose for which it is created:

To Buy and Sell used vehicles, both wholesale and retail.

In addition to the purpose aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

In addition to the above, the corporation shall also exercise in its discretion, the following provisions for the regulation and conduct of the business and affairs of the corporation. These provisions are intended to be in furtherance and not in limitation or restriction of the powers conferred by the laws of the State of Alabama.

(a) The Board of Directors of the corporation shall have the power to approve and adopt, and from time to time amend by-laws for the regulation and control of the business of the corporation with or without the approval of the stockholders of said corporation; but the by-laws so made, altered or amended may be altered or repealed by said stockholders.

(b) The stockholders may, before they issue any new or additional stock of the corporation, determine that the same or any part thereof, shall be offered in the first instance to all of the then stockholders, and/or may make any other provision or restriction respecting the issue or allotment of new or additional shares; but in default of any such determination or so far as the same shall not extend, the new or additional shares may be dealt with by the Board of Directors as in their judgment may seem best.

(c) The directors shall have the power to hold their meetings outside the State of Alabama. They may keep the books, documents, and papers of the corporation outside the State of Alabama, at such places as may be from time to time designated by the officers of the corporation except as otherwise required by the laws of Alabama.

(d) The corporation by its by-laws may fix the number of directors and may, by vote of the holders of a majority in amount of its stock, from time to time increase or decrease the same, provided that in no case shall the number of directors be less than two.

(e) The Board of Directors by resolutions passed by a majority of the whole Board, under suitable provisions of the by-laws, may designate one or more of their number to constitute an Executive Committee, which committee shall, for the time being, as provided in said resolutions or in the by-laws have and exercise any and all the powers of the Board of Directors, which may be lawfully delegated, in the management of the business and affairs of the corporation, and shall have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

(f) With the consent in writing, or pursuant to the vote of the holders of a simple majority in interest of the stock issued and outstanding, the Board of Directors shall have power

and authority to lease, sell, assign, transfer, convey or otherwise dispose of the whole or the property of the corporation as an entirety, irrespective of the effect thereof upon the continuance of the business of the corporation and the exercise of its franchises, but the corporation shall not be dissolved save as provided by the laws of the State of Alabama. This provision shall not limit the right of the property of the corporation to mortgage any or all of the property of the corporation or to sell or otherwise dispose of a part thereof in the manner provided by law.

(g) The address of the initial registered office is 602 Old Town Way, Alabaster, Alabama 35007. The registered agent at that address is J. WAYNE GRAVES.

7. The officer or agent designated to receive subscriptions to the capital stock of said corporation is J. WAYNE GRAVES, 602 Old Town Way, Alabaster, Alabama 35007.

8. The names of the officers chosen for the first year are as follows:

J. Wayne Graves	- President
J. Wayne Graves	- Vice President
Rick Trotter	- Secretary
Rick Trotter	- Treasurer


9. The names and addresses of the directors of said corporation chosen for the first year are:

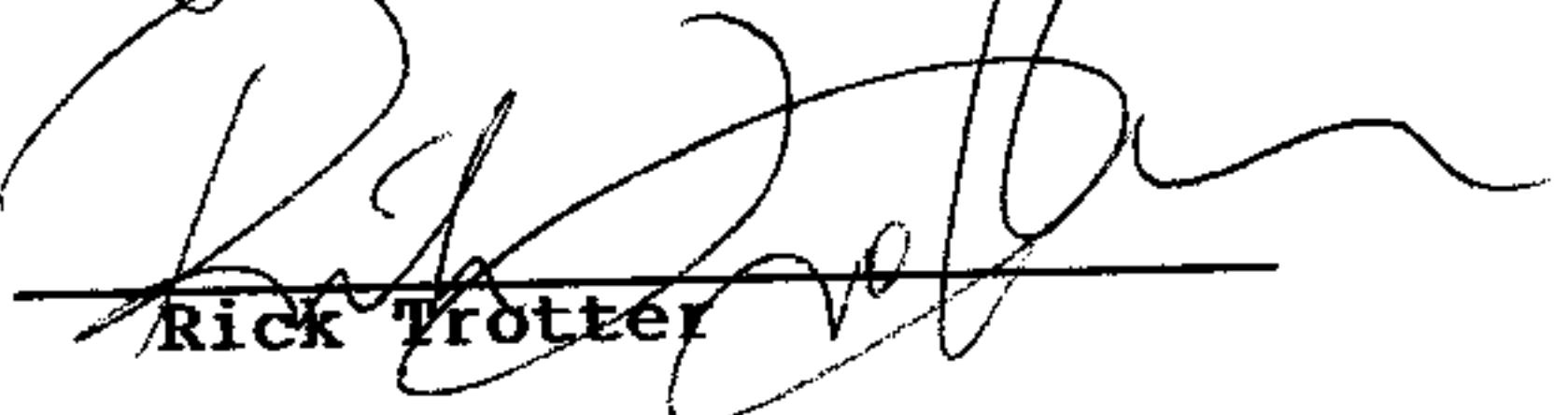
J. Wayne Graves
602 Old Town Way
Alabaster, Alabama 35007

Rick Trotter
2604 Diamond Circle
Hoover, Alabama 35216

10. Said corporation shall have all the powers and privileges conferred by Title 10 of the Code of Alabama of 1940, on corporations of like character.

Respectfully Submitted,



J. Wayne Graves


Rick Trotter

STATE OF ALABAMA

I, Jim Bennett, 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:

Coosa Valley Motors, Inc.

This domestic corporation name is proposed to be incorporated in ~~Coosa~~ ^{Shelby} County and is for the exclusive use of Rick Trotter, 2604 Diamond Circle, Hoover, AL 35216 for a period of one hundred twenty days beginning September 16, 1993 and expiring January 15, 1994.



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 16, 1993

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF COOSA VALLEY MOTORS, 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 COOSA VALLEY MOTORS, 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 COOSA VALLEY MOTORS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 22nd day of NOVEMBER, 19 93.



Thomas A. Snowden Jr.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
DOB MCD 90.00