

**ARTICLES OF INCORPORATION
of
CAHABA USED AUTO, INC.**

1. The name of the corporation shall be CAHABA USED AUTO, INC.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are to buy, sell, finance, insure, and assist in placing financing and insurance contracts on cars and trucks; and to transact any and all lawful business for which corporations may be incorporated under Title 10, Chapter 2B of the *1975 Alabama Code*, and other applicable law.
4. The corporation shall have authority to issue 100,000 shares of one class only, with a par value of \$.01 per share.
5. The internal affairs of the corporation shall be regulated by the bylaws.
6. The location and mailing address of the corporation's initial registered office, and the name of its initial registered agent at such address are:

Mike Logan
4877 Highway 22
BX 1
Montevallo, AL 35115

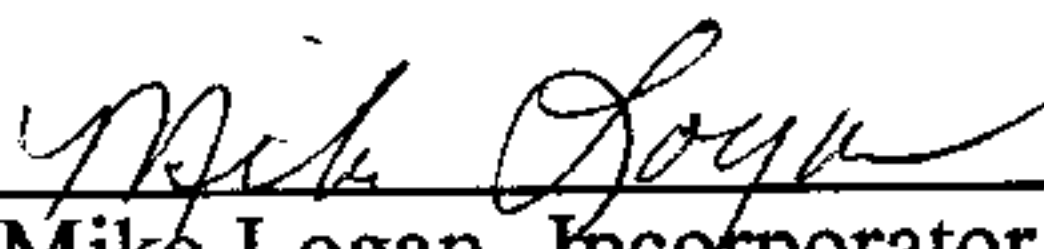
7. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Mike Logan
BX 327
Wilton, AL 35187

Shirley F Daviston
BX 64
Brierfield, AL 35035

8. The name and address of each incorporator are:

Mike Logan
BX 327
Wilton, AL 35187


Mike Logan, Incorporator

Inst # 1995-04615
02/22/1995-04615
10:15 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 90.00

Inst # 1995-04615

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 10-2B-4.02, 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:

Cahaba Used Auto, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steven Sears, Box 4, Montevallo, AL 35115 for a period of one hundred twenty days beginning February 6, 1995 and expiring June 7, 1995.



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.

February 6, 1995

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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