

ARTICLES OF INCORPORATION
OF
ENCORE AUTO SALES, INC.

FIRST: The name of the corporation is Encore Auto Sales, Inc..

SECOND: The period of its duration is perpetual.

THIRD: The objects and purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, leasing, renting vehicles and other miscellaneous related activities.

(b) To engage in and transact any and all business for which corporations may be incorporated under the Code of Alabama, 1975, Title 10, Chapter 2A.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real and personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy licenses, powers, authorities, concessions, rights or privileges which any corporation may make or grant.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

(e) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country, and, while the owner thereof, to exercise any and all rights, powers and privileges as provided by the laws of the State of Alabama.

(f) To enter into, make and perform contracts of every kind for any lawful purpose without limit or amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body political.

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(g) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, partnership or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(h) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(i) To make, draw, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferrable instruments.

(j) To purchase (by means of tender, direct purchase, bids in the market, or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, script, or evidences of indebtedness, or any of its common stock or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own stock may be only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation, shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the Board), shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(k) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, script, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(l) To enter into any contract, plan or project for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization,

entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or colonies.

(o) To carry on any other business in connection with the foregoing.

(p) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation, or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The total number of shares of stock which the corporation shall have the authority to issue shall be 100 shares of common stock with the par value of \$1.00 per share. The amount of capital stock with which the corporation shall begin business shall be 100 consisting of 100 shares of the common stock with the par value of \$1.00 per share.

FIFTH: The name of the initial registered agent of the corporation for service of process shall be James T. Morgan, Jr., and the initial registered address of the corporation shall be 6307 Sioux Lane, Birmingham, Alabama 35242 (Shelby County). The mailing address shall be P.O. Box 382013, Birmingham, Alabama 35238.

SIXTH: The name and principal office address of the officer designated by the incorporator to receive subscriptions of the capital stock of the corporation is:

James T. Morgan, Jr.
6307 Sioux Lane
Birmingham, Alabama 35242

SEVENTH: The name and address of each incorporator is as follows:

James T. Morgan, Jr.
6307 Sioux Lane
Birmingham, Alabama 35242

EIGHTH: The name and address of each director chosen for the first year and until their successors are elected and qualified are as follows:

James T. Morgan, Jr.
6307 Sioux Lane
Birmingham, Alabama 35242

NINTH: The By-Laws of the corporation shall contain provisions for the regulation and management of the corporation and its affairs not inconsistent with any provisions of the Articles of Incorporation, and not inconsistent with the laws of the State of Alabama. The initial By-Laws of the corporation shall be adopted by the shareholders. The By-Laws of the corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The By-Laws may also be amended in the interim between shareholders' meetings by a majority vote of the Board of Directors, provided however, that the Board of Directors may not alter, amend, or repeal any By-Laws establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time and place of shareholders' meetings, or what constitutes a quorum at such shareholders' meeting.

The corporation powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

In furtherance and not in limitation of powers conferred by statute, the Board of Directors is expressly authorized to fix and determine and to vary the amount of working and stated capital of the corporation; to determine the date or dates for the declaration and payment of dividend; 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, in 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.

TENTH: This corporation may from time to time issue its shares of stock for such consideration (but not less than par value) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

ELEVENTH: Each holder of stock of this corporation shall be entitled as of right to purchase or subscribe for his or her proportional part of any authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class.

TWELFTH: This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided, that such restrictions be stated upon each certificate representing such shares.


THIRTEENTH: So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any shares of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, unless the corporation shall have notice thereof as required in the By-Laws of this corporation.

FOURTEENTH: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability.

FIFTEENTH: No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors or officers of the corporation, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interest in (either as director, shareholder, officer, employee, member or otherwise) such person, firm, association, partnership or corporation. Any director of the corporation individually, or any firm, partnership, or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm, association, partnership or corporation is so interested, shall be disclosed or known to the Board of Directors, and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors at which action any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation without regard to the fact that he is also a director of such other corporation.

SIXTEENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 24th day of September, 1996.


JAMES T. MORGAN, JR.

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

Before me, the undersigned, a Notary Public, in and for said County, in said State, personally appeared James T. Morgan, Jr., as incorporator of Encore Auto Sales, Inc., who, being duly sworn, acknowledges that he/she has read the foregoing Articles of Incorporation and further avers that the statements contained therein are true and correct.

Sworn to and subscribed before me this the 24th day of September, 1996.

Diane Wiley
NOTARY PUBLIC
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Mar. 7, 1997.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

THIS INSTRUMENT PREPARED BY:

ROBERT P. BYNON, JR.
Attorney At Law
2205 Forestdale Blvd.
Birmingham, Alabama 35214
(205) 791-2021

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:

The Encore Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert Bynon Jr, 2213 Forestdale Blvd, Birmingham, AL 35214 for a period of one hundred twenty days beginning September 11, 1996 and expiring January 10, 1997.

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, 1996

Date



Jim Bennett

Secretary of State



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