

ARTICLES OF INCORPORATION
OF
CALERA AUTOMOTIVE SUPPLY, INC.

Pursuant to Alabama Code 1975, as amended, Section 10-2B-2.02, the following Articles of Incorporation are set out:

FIRST: NAME: The name of the corporation is Calera Automotive Supply, Inc.

SECOND: DURATION: The period of its duration is perpetual.

THIRD: PURPOSE: The purposes for which the corporation is organized are:

1. Transaction of any and all lawful business for which corporations may be incorporated under Alabama Code 1975 Section 10-2B-1.01 et seq.

2. To engage in the business of selling automotive parts and supplies to the general public, or any other similar commercial enterprise within or without the State of Alabama, and to obtain any and all licenses necessary to the conduct of the business of the corporation.

3. To own, operate and/or lease automobiles, trucks, or other means of transportation necessary or incidental to the corporation's business.

4. To do and engage in any business which a natural person can do.

5. To acquire the goodwill, rights of property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of said business.

6. To acquire, purchase, hypothecate, own, hold sell any real or personal property of any kind, nature or description whatsoever, wherever situated; to acquire, purchase, hypothecate, own, hold and sell choses in action, notes, mortgages, accounts, contracts, bonds and any evidence of indebtedness of any and every character whatsoever.

7. To manufacture, purchase or otherwise acquire, and to hold, own, mortgage or otherwise lend, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Alabama.

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8. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, promissory notes, or other evidence of indebtedness created by, or the contracts or obligations of, other corporations and while the holder of such stock or other securities, to exercise all the rights and privileges or ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

9. To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of, and to grant licenses or other rights in and in any manner deal with patents, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

10. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

11. To borrow or lend money with or without security for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

12. To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

13. To purchase or otherwise acquire its own shares of stock, (so far as permitted by law) and its bonds, debentures, notes, script, or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

14. To have one (1) or more offices to conduct any or all of its operations in business and to promote its objects within or without the State of Alabama, without restriction as to place or amount.

15. To carry on any other business in connection with any other objects and purposes herein set forth.

16. To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, along or in company with others.

17. The objects and purposes specified herein shall be regarded as independent objects and purposes and except where otherwise expressed, shall be in no way limited nor restricted by reference to any inference from the terms of any other clause or paragraph of these Articles of Incorporation. The foregoing enumeration shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the

State of Alabama.

FOURTH: AUTHORIZED SHARES: The corporation is authorized to issue One Thousand (1,000) shares of common stock. There shall only be one class of stock.

FIFTH: REGISTERED AGENT AND REGISTERED OFFICE: The street address of the corporation's initial registered office is 266 Bonnieville Drive, Calera, Alabama 35040 and the name of the initial registered agent at such office is Jonathan David Veasey.

SIXTH: INCORPORATOR: The name and address of each incorporator is:

/ Jonathan David Veasey
266 Bonnieville Drive
Calera, Alabama 35040.

SEVENTH: DIRECTORS: The corporation shall not operate with less than one director. The names and addresses for the individuals who are to serve as the initial directors are as follows:

(a) Jonathan David Veasey 266 Bonnieville Drive
Calera, Alabama 35040

(b) Robin Helms Veasey 266 Bonnieville Drive
Calera, Alabama 35040

EIGHTH. LIMITATION OF LIABILITY: No director or shareholder of the corporation shall be liable to the corporation for money damages for any action taken, or any failure to take any action, as a director or as a shareholder, except liability for (i) the amount of a financial benefit received by a director or shareholder to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation; (iii) a violation of Alabama Code 1975 Section 10-2B-8.33; and (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the corporation or its shareholders.

DONE this 28th day of March, 1997.

CALERA AUTOMOTIVE SUPPLY, INC.

By:

Jonathan David Veasey
Jonathan David Veasey

Its:

Incorporator

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that JONATHAN DAVID VEASEY whose name is signed to the foregoing Articles of Incorporation of CALERA AUTOMOTIVE SUPPLY, INC., and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date and said Articles are the act and deed of the signer and the facts stated therein are true and correct..

Given under my hand and seal this 28th day of March, 1997.

Edna J. Davis
Notary Public
My Commission Expires: 4-5-98

This Instrument Prepared By:
E. FARLEY MOODY, II
5236 Caldwell Mill Road
Birmingham, Alabama 35242
Telephone: (205) 980-0021
Facsimile: (205) 980-0048

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:

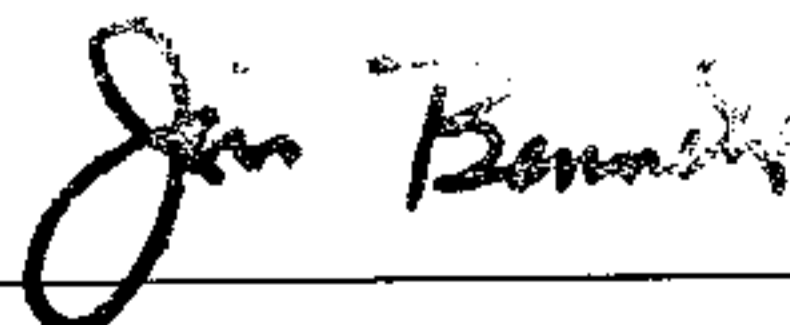
Calera Automotive Supply, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Farley Moody, 5236 Caldwell Mill Rd, Birmingham, AL 35242 for a period of one hundred twenty days beginning March 11, 1997 and expiring July 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.

March 11, 1997

Date



Jim Bennett

Secretary of State



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