

STATE OF ALABAMA )

SHELBY COUNTY )

**ARTICLES OF INCORPORATION  
OF  
CONSOLIDATED DEALER GROUP, INC.**

The undersigned, pursuant to the Alabama Business Corporation Act, hereby adopts the following articles of incorporation.

**ARTICLE I  
NAME**

The name of the Corporation shall be Consolidated Dealer Group, Inc.

**ARTICLE II  
AUTHORIZED CAPITAL SHARES**

The total number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) Common shares of the par value of \$1.00 per share, constituting a total authorized capital of Five Thousand and No/100 Dollars (\$5,000.00) and consisting of such one class only.

**ARTICLE III  
LOCATION AND MAILING ADDRESS  
OF INITIAL REGISTERED OFFICE AND  
NAME OF INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation shall be:

Consolidated Dealer Group, Inc.  
2841 U. S. Highway 31 South  
Pelham, AL 35124

The name of the Corporation's initial registered agent at said address shall be Mark O. Amdall.

Inst # 1999-32214

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SHELBY COUNTY JUDGE OF PROBATE  
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**ARTICLE IV**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the person creating the Corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Mark O. Amdall	2841 U. S. Highway 31 South Pelham, AL 35124

**ARTICLE V**  
**NUMBER OF DIRECTORS AND NAMES AND**  
**ADDRESSES OF INITIAL BOARD**

(a) The initial Board of Directors shall consist of two (2) Directors. The names and mailing addresses of the persons who are to serve as Director until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Mark O. Amdall	2841 U. S. Highway 31 South Pelham, AL 35124
Donald B. Freeman	2841 U. S. Highway 31 South Pelham, AL 35124

(b) A member of the Board of Directors need not be a shareholder of the Corporation.

**ARTICLE VI**  
**PURPOSES**

The purposes for which this Corporation is formed are:

(a) To engage in any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

(b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own, hold, mortgage, lease, sell or otherwise dispose of and trade in and with real and personal property insofar as the same shall be necessary or appropriate in connection with the lawful purposes of this Corporation.

(c) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents of the United States or any foreign country, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(d) To enter into, make, perform and carry out contracts of every kind and for any lawful purposes with any person, firm, association, corporation, government or governmental subdivision.

(e) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(f) To make donations for the public welfare or for charitable, scientific or educational purposes.

(g) To establish pension, profit sharing or stock option plans for the benefit of officers and employees of the Corporation.

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

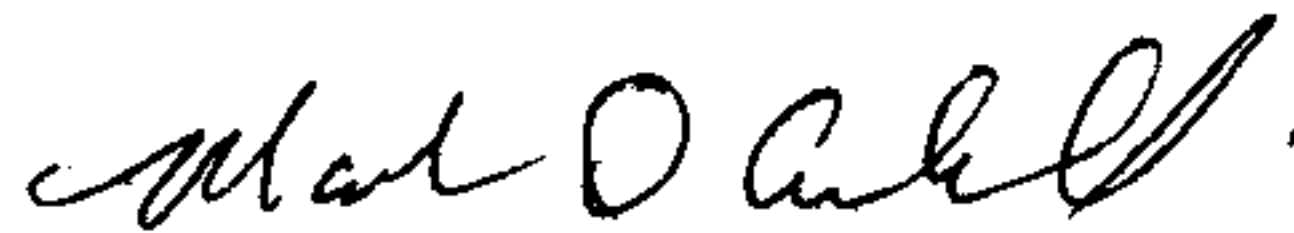
(i) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(j) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of any other person, persons, corporation, general partnership, limited partnership, association, or any other legal entity.

(k) To do anything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the benefit of the Corporation.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

The undersigned incorporator executes these Articles of Incorporation on this 2 day of August, 1999.



Mark O. Amdall

**THIS INSTRUMENT WAS PREPARED BY:**

Steven N. Smith  
Steven N. Smith, P.C.  
1121 Riverchase Office Road  
Birmingham, AL 35244

# 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:

Consolidated Dealer Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steven N Smith, 1121 Riverchase Office Road, Birmingham, AL 35244 for a period of one hundred twenty days beginning July 27, 1999 and expiring November 25, 1999.



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.

July 27, 1999  
Date

Jim Bennett

Secretary of State

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