

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF DISSOLUTION

INSTRUCTIONS:

STEP 1: FILE ORIGINAL AND TWO COPIES WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED WITH SECRETARY OF STATE AND JUDGE OF PROBATE FEES ATTACHED. THE JUDGE OF PROBATE'S FILING FEE IS \$10 AND THE SECRETARY OF STATE'S FILING FEE IS \$20.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED FOR-PROFIT CORPORATION SUBMITS THE FOLLOWING ARTICLES OF DISSOLUTION.

- Article I* The name of the corporation:
Consolidated Dealer Group, Inc.
- Article II* The dissolution was authorized on December 31, 2000.
- Article III* The total number of shareholder votes entitled to be cast is 500. The number of shareholder votes for the dissolution was 500 and the number of shareholder votes against the dissolution was 0.
- Article IV* If voting by groups, the information required by **Article III** above must be separately provided for each group entitled to vote.
- Article V* If the dissolution was approved by written consent of all shareholders, a statement to that effect may be substituted for requirements in **Articles III & IV** above when a copy of such signed consent is attached.

December 31, 2000
Date

Mark O. Amdall - President
Type or Print Corporate Officer's Name and Title

Signature of Officer

Inst # 2001-01202

01/11/2001-01202
10:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MMB 30.00