

THIS INSTRUMENT WAS PREPARED BY:

Richard C. Shuleva, Attorney
2153 Riverchase Office Road
Birmingham, AL 35244

ARTICLES OF INCORPORATION
OF
THE AUTO CAFÉ, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, **Dan Zabowski** and **Charles Agan**, who are over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the sole subscribers to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is **The Auto Café, Inc.**, and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to **Code of Alabama**, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

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

(a) To purchase and sell automobiles;

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above;

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation;

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in

any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation 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.

5. The location of the principal office of the corporation shall be **4882 Woodsprings Lane, Birmingham, Alabama 35226.**

6. The aggregate number of shares which the corporation shall be authorized to issue shall be **one hundred (100)** shares of common stock having a par value of **One Dollar (\$1.00)** per share. The amount of paid-in stock with which the corporation shall begin business shall be **Seventy-Five Dollars (\$75.00)**, divided into **seventy-five (75)** shares of common capital stock, having a par value of **One Dollar (\$1.00)** per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by him is as follows:

Dan Zabowski **50 shares**
4882 Woodsprings Lane
Birmingham, AL 35226

Charles Agan **50 shares**
771 Cahaba River Estates Road
Birmingham, AL 35244

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. 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 share 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, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is **771 Cahaba River Estates Road, Birmingham, Alabama 35244.**

11. The initial registered agent for the corporation shall be **Charles Agan, 771 Cahaba River Estates Road, Birmingham, Alabama 35244.**

12. The name and address of the officers who shall hold office until his successors have been duly elected and qualified is as follows:

Dan Zabowski	President
4882 Woodsprings Lane	
Birmingham, AL 35226	

Charles Agan	Vice-President,
771 Cahaba River Estates Road	Secretary & Treasurer
Birmingham, Alabama 35244	


13. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporator and the manner in which such subscription is provided to be discharged.

14. This corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business corporation, as defined by Section 1244(c) of the United States Internal Revenue

Code. It is the intention of the incorporators herein to incorporate and act as a Sub-Chapter "S" corporation.

IN WITNESS THEREOF, the undersigned incorporator(s) have hereunto subscribed their name to this Certificate of Incorporation this the 22nd day of August, 2001.

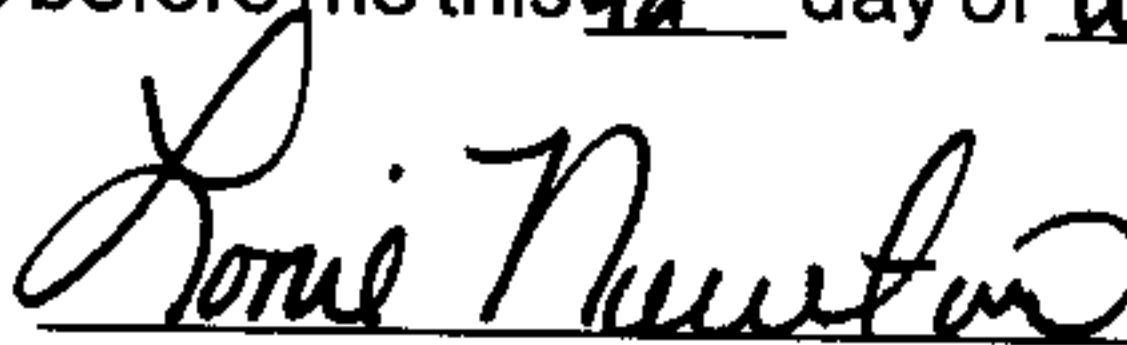

Dan Zabowski


Charles Agan

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed to before me this 22nd day of August, 2001.

5-17-05
My Commission Expires


Notary Public

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:

Auto Cafe, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard Shuleva, 2153 Riverchase Office Rd, Birmingham, AL 35244 for a period of one hundred twenty days beginning June 13, 2001 and expiring October 12, 2001.



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.

June 13, 2001

Date

Jim Bennett

Secretary of State

Inst # 2001-39573

09/13/2001-39573
08:24 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 CH 105.00