

State of Alabama

Domestic Limited Liability Company
Articles of Organization

Of

WILLIAMS MOTOR COMPANY, L.L.C.
An Alabama Limited Liability Company

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be WILLIAMS MOTOR COMPANY, L.L.C.

ARTICLE II
DURATION

The duration of the Limited Liability Company is perpetual.

ARTICLE III
NATURE OF BUSINESS

The Limited Liability Company has been organized for the purpose of automotive sales.

ARTICLE IV
REGISTERED OFFICE

The street address of the registered office is:

3195 Cahaba Valley Road
Pelham, AL 35124

and the name of the registered agent at that office is:

Fred S. Williams

**ARTICLE V
NAMES AND ADDRESSES OF MEMBERS**

The names and addresses of the Initial Members are:

FRED S. WILLIAMS
3195 CAHABA VALLEY ROAD
PELHAM, AL 35124

**ARTICLE VI
MANAGING MEMBERS**

The initial Managing Member shall be:

FRED S. WILLIAMS

IN WITNESS WHEREOF, we have hereunto set out hand and seals on the date set forth beside our names.

Date: 5-17- 2002

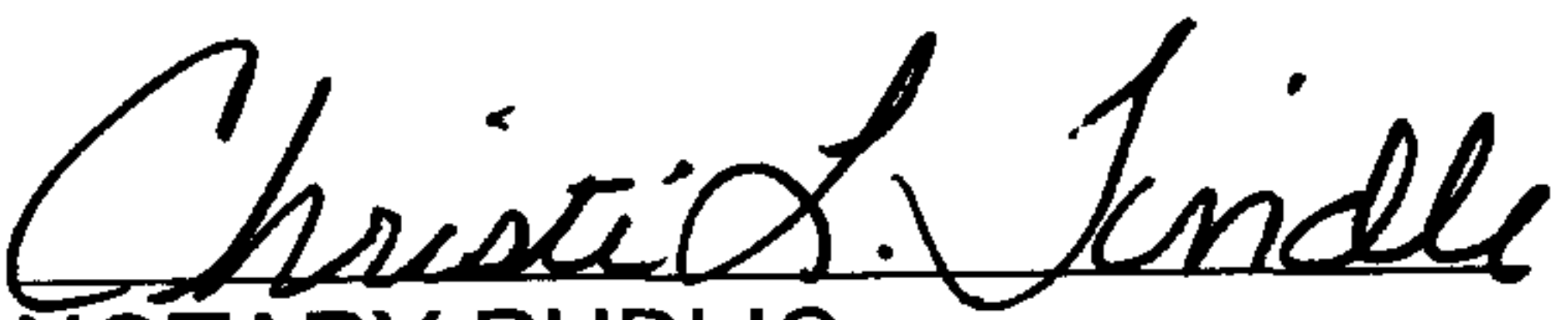
 (SEAL)
FRED S. WILLIAMS

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State hereby certify that **Fred S. Williams** whose name is signed to the foregoing Articles of Organization of **WILLIAMS MOTOR COMPANY, L.L.C.**, and who is known to me to be party to same, acknowledged before me on this day that being informed of the contents of said Articles of Organization, executed the same voluntarily on the day the same bears date and said instrument is the act and deed of the signers and the facts stated therein are true.

Given under my hand and seal this the 17th day of May, 2002


NOTARY PUBLIC
Comm. Exp. 12/15/02

THIS INSTRUMENT WAS PREPARED BY:

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