

ARTICLES OF ORGANIZATION

OF

METRO MOTORS, LLC

To the Honorable Judge of Probate in and for Jefferson County,

Alabama:

The undersigned, acting as Organizers of a limited liability company under the Alabama Limited Liability Company Act, hereby adopt the following Articles of Organization for Metro Motors, LLC.

FIRST: The name of the company is Metro Motors, LLC.

SECOND: The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

THIRD: The Company is organized for the purpose of engaging in the business of buying and selling used motor vehicles, financing of such vehicles and making loans on titles to such vehicles. To that end the Company shall possess all the powers necessary to conduct a business and to carry out the objects expressed herein, together with all of those powers expressly conferred upon Limited Liability Companies or enumerated in Title 10 of the Code of Alabama, 1975, as last amended. The Organization shall also have all powers bestowed upon Limited Liability Companies under any of the laws of the State of Alabama, as well as those necessarily implied.

FOURTH: The mailing address of the initial registered office of the Company is ~~457 Green Springs Highway~~, Birmingham,

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Alabama, ³⁵²⁴²~~35209~~, and the name of the initial registered agent at such address is David A. Matthews.

FIFTH: The names and addresses of the initial Members of the Company are:

Michael G. Kelly
2525 Huntington Park Court
Birmingham, AL 35226

✓ David A. Matthews
1009 Cole Circle
Birmingham, AL 35242

SIXTH: The initial Members of the Company may admit additional Members at such times and upon such terms and conditions as may be agreed by the Company and the additional Members.

SEVENTH: The legal existence and business of the Company may be continued by the written consent of all the remaining Members within 90 days after an event of disassociation of a Member.

EIGHTH: The Company shall be managed by its Members.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this the 15 day of OCTOBER, 2002, by the undersigned.

Michael G. Kelly

David A. Matthews
