

THE STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION OF
JOE'S CARS, INC.

The undersigned, acting as incorporators and desiring to form themselves into a corporation under the Alabama Business Corporation Act, do adopt the following Articles of Incorporation for such corporation:

1. The name of said Corporation shall be:

JOE'S CARS, Inc.

2. The objects and purposes of said corporation shall be to operate a wholesale and retail automobile dealership, and any other business which is lawful, allowed and permitted for such corporations under the Alabama Business Corporation Act, and to such end shall have all the powers stated, mentioned, allowed and approved for such corporations by the laws of Alabama under said Alabama Business Corporation Act, which are not prohibited by law to corporations of this kind.

3. The location and principal place of business of said corporation shall be 2531 Meadowview Lane, Suite E, Pelham, Alabama 35124.

4. The period of corporation shall be perpetual.

5. The total amount of authorized capital stock shall be \$5,000.00 which shall be divided into 5,000 shares of common stock of \$1.00 par value each. The corporation shall begin business with the subscribed capital stock of \$5,000.00 consisting of 5,000 shares of common stock with the par value of \$1.00 per share all fully subscribed and paid for. The corporation shall be authorized to issue fractional shares.

6. The name and post office address of the officer or agent authorized and designated to receive subscriptions to the capital stock of said corporation is Jane M. Robinson, 2531 Meadowview Lane, Suite E, Pelham, Alabama 35124.

7. The names and addresses of the incorporators are as follows:

Jane M. Robinson
112 Woodridge Circle
Pelham, Alabama 35124

8. The officers and/or directors chosen for the first year are as follows:

Jane M. Robinson – President

9. The directors of the corporation are

Jane M. Robinson

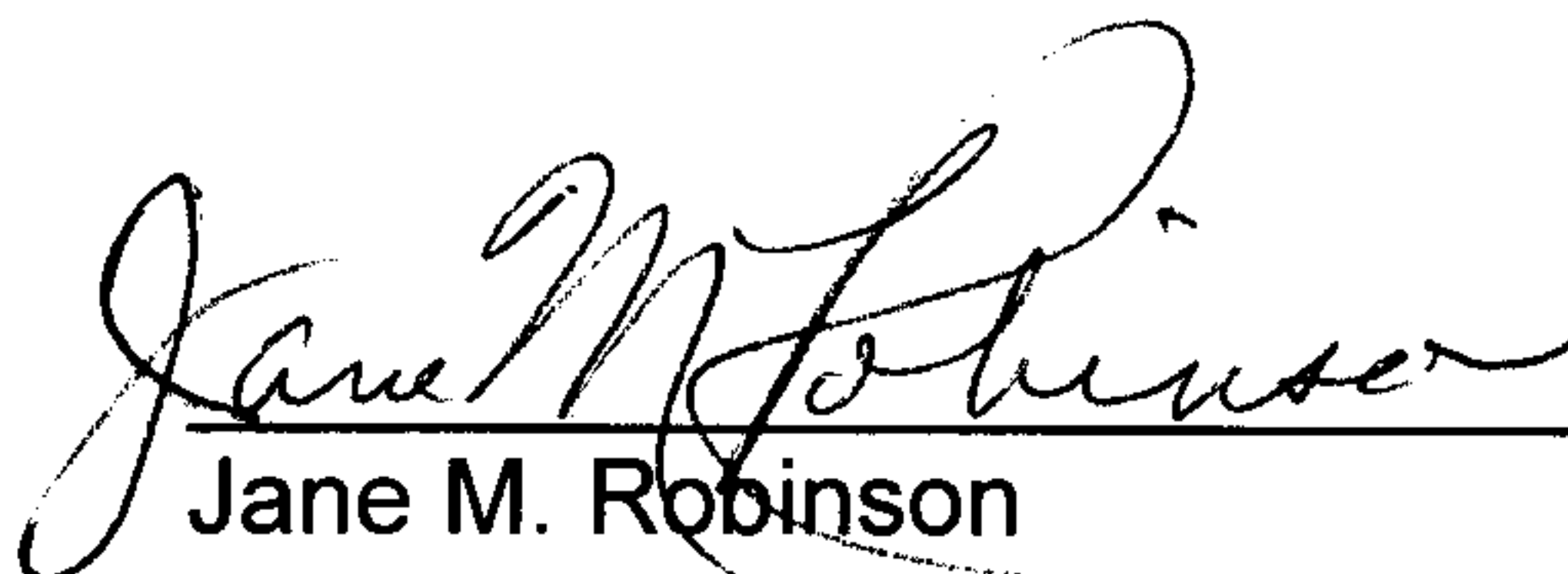
10. All incorporators hereby acknowledge their agreement to a plan for the issuance of capital stock of the Corporation whereby it is agreed by and between the incorporators that all capital stock to be issued pursuant to Section 1244 of the Internal Revenue Code of 1986 as amended, within one year from the date this plat is adopted

by the Stockholders and Directors. It is agreed that the effective date of this plan shall be the date on which the same is approved by the Board of Directors.

11. For the purposes of determining the number of holders of record of the stock of the corporation, stock which is held in joint tenancy or common tenancy or by the entireties shall be treated as held by one shareholder. All of the corporation's issued shares of common stock of all classes, exclusive of treasury shares, shall be held of record by not more than thirty persons.


12. The location and mailing address of the corporation's initial registered office is 2531 Meadowview Lane, Suite E, Pelham, Alabama 35124, and the name of the corporation's initial registered agent at such address is Jane M. Robinson.

IN WITNESS WHEREOF, the undersigned have hereunto set our respective names and seals this the 2nd day of January 2009.

 (L.S.)
Jane M. Robinson

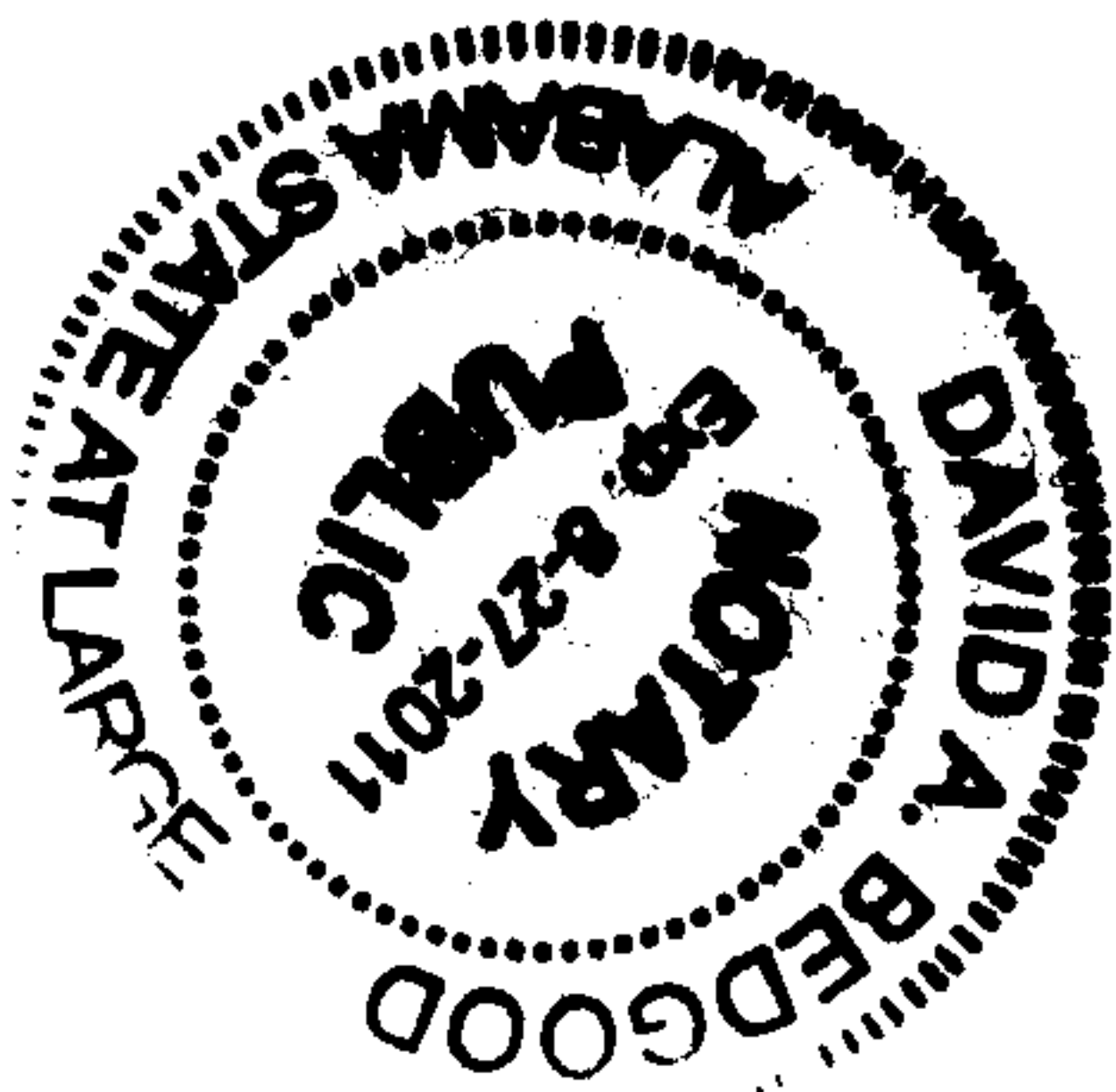
THE STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned authority, personally appeared JANE M. ROBINSON who is known to me or who being made known to me, whose name is signed as incorporator to the foregoing Articles of Incorporation, and I do certify that she did acknowledge before me that being informed of the contents of the foregoing Articles of Incorporation, she did sign the same voluntarily as and for his own act and deed on the day the same bears date.


20090112000009290 3/5 \$95.00
Shelby Cnty Judge of Probate, AL
01/12/2009 12:01:54PM FILED/CERT

Given under my hand this 2nd day of January, 2009.

SEAL



A handwritten signature in black ink, appearing to read "David A. Bedgood", written over a horizontal line.

Notary Public in and for said State and County
My Commission Expires:

THIS DOCUMENT PREPARED BY:
David A. Bedgood
140 Bowling Lane
Pelham, Alabama 35124
205-879-9819



20090112000009290 4/5 \$95.00
Shelby Cnty Judge of Probate, AL
01/12/2009 12:01:54PM FILED/CERT

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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:

Joe's Cars, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of David A Bedgood, 140 Bowling Lane, Pelham, AL 35124 for a period of one hundred twenty days beginning January 5, 2009 and expiring May 6, 2009.

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.

January 5, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State

