

**ARTICLES OF ORGANIZATION
OF
LOTS OF CARS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama, (1975), as amended (the “Alabama Limited Liability Company Act”), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I
Name**

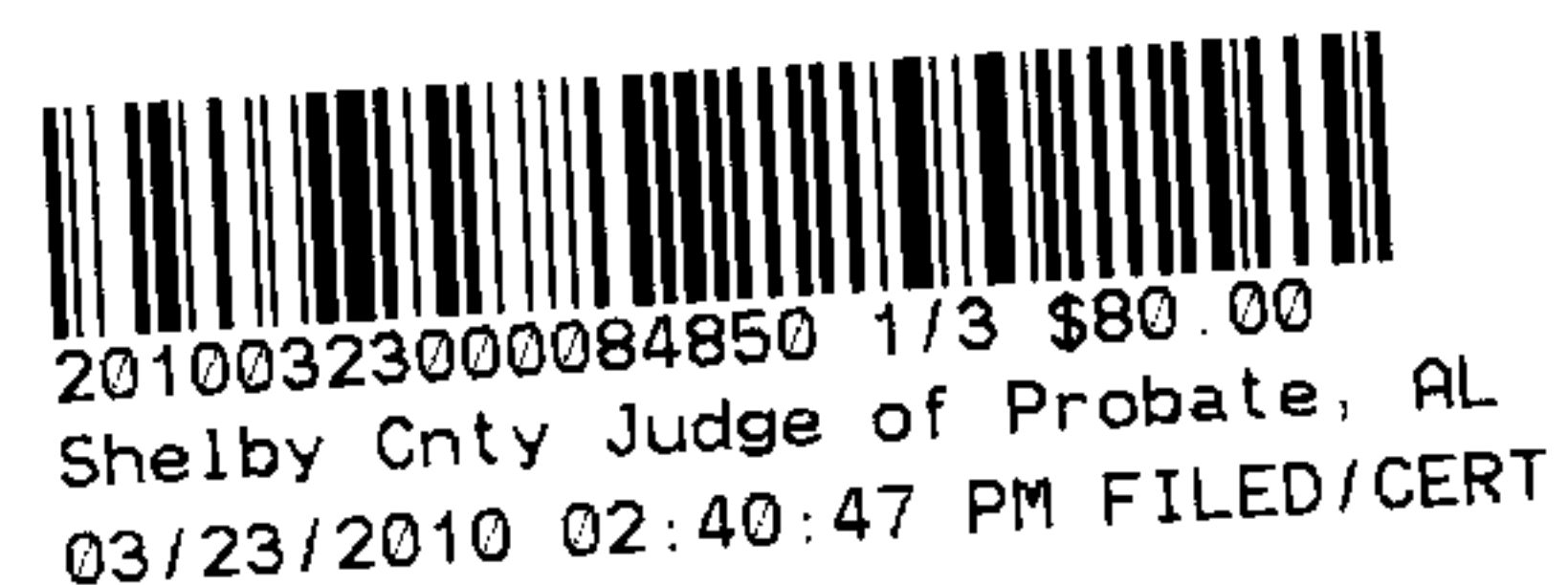
The name of the limited liability company (“Company”) is LOTS OF CARS, L.L.C.

**ARTICLE II
Duration**

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.

**ARTICLE III
Purposes**

The Company has been organized for the purpose of wholesale buying and selling of automobiles and other vehicles, and further, to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purpose(s) (including, without limitation, obtaining financing therefor) and any activity that is not forbidden by the laws of Alabama.



ARTICLE IV
Registered Agent and Office

The address of the Company's initial registered office in Alabama is 213 Vineyard Lane, Birmingham, Alabama 35242. The name of the Company's initial registered agent at that address is Adam Reese.

ARTICLE V
Initial Members

The names and addresses of the Company's initial member(s) is/are:

Johnny W. Reese
P.O. Box 998
Pelham, Alabama 35124

Adam Reese
213 Vineyard Lane
Birmingham, Alabama 35242

ARTICLE VI
Management

The management of the Company shall be vested in its member(s). The member(s) shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto, subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
Admission of New Members

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.



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ARTICLE VIII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

ARTICLE IX
No Liability

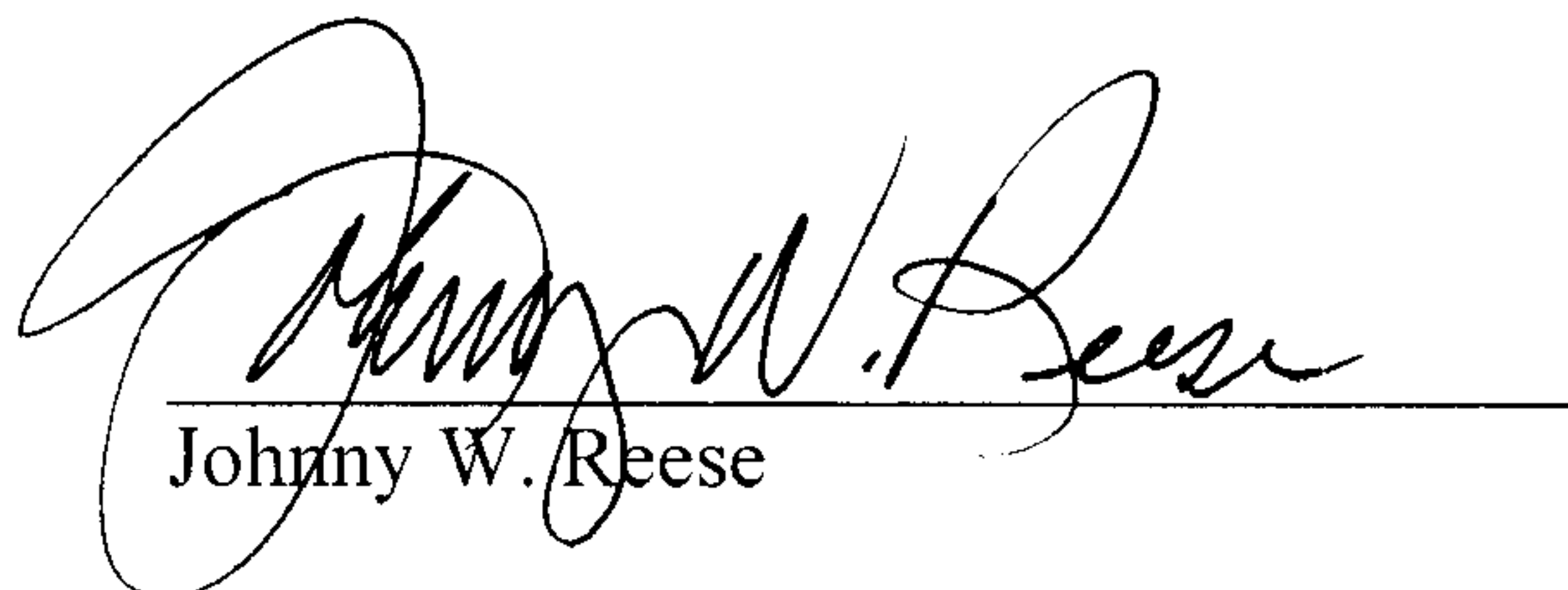
The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 3RD day of MARCH, 2010, at Birmingham, Alabama.

MEMBERS:



Adam Reese



Johnny W. Reese



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