
CERTIFICATE OF FORMATION

OF

ACE TOW & AUTO SALES, L.L.C.

STATE OF ALABAMA)
SHELBY COUNTY)

The undersigned, being all the members of ACE TOW & AUTO SALES, L.L.C., a limited liability company formed pursuant to Section 10A-5-1.01 et. seq. of the Alabama Code, adopt the following Certificate of Formation for such company:

FIRST: The name of the company is ACE TOW & AUTO SALES, L.L.C.

SECOND: The term of the company shall commence on the date of the filing of these Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue perpetually; provided, however, that the company shall be dissolved(a) upon the written consent of the holders of the portion of the ownership interest of the company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Law, as amended from time to time.

THIRD: The purpose or purposes for which the Company is organized are (i) to purchase or otherwise acquire, repair, exhibit, demonstrate, rent, finance, sell and deal in motor vehicles of all kinds and character, including but not limited to automobiles, trucks, trailers, SUV's, both new and used, at wholesale or retail, including the sale of parts, accessories, supplies and servicing and to do all things incidental thereto, or necessary, expedient or proper to be done in connection therewith; (ii) to own, develop, manage, operate and conduct a motor vehicle towing, recovery and transport service and to acquire, lease, rent or otherwise deal in real property for operations and storage and to lease, purchase or acquire trucks, trailers, wreckers, flatbeds and towing equipment necessary to carryout the business; and (iii) to transact such other business as may be permitted for lawful purposes under the laws of the State of Alabama.

FOURTH: The names and addresses of the organizers and initial members of the Company are as follows:

NAME

ADDRESS

Randall S. Whitworth

3359-B Pelham Parkway
Pelham, AL 35124

Kimberly W. Countryman

3359-B Pelham Parkway
Pelham, AL 35124

FIFTH: The address of the initial registered office of the company is 3359-B Pelham Parkway, Pelham, AL 35124, and the name of its initial registered agent at such address is Randall S. Whitworth.

SIXTH: The Company shall be managed by its Managing Member, Randall S. Whitworth.

SEVENTH: The members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

EIGHTH: The cessation of membership of a member shall not cause a dissolution of the Company; provided however, that if there is no remaining member, the Company shall dissolve unless the holders of all of the financial rights agree in writing within ninety days after the cessation of membership of the last member to continue the legal existence and business of the Company and to appoint one or more new members.

IN WITNESS WHEREOF, the undersigned hereby declare and certify that the facts stated herein are true and correct, and for the purpose of forming a limited liability company pursuant to the laws of the State of Alabama they hereunto have signed this Certificate of Formation as of the 28th day of February, 2012.

ORGANIZERS:


Randall S. Whitworth, Managing Member


Kimberly W. Countryman, Managing Member

THIS INSTRUMENT PREPARED BY:

Terry W. Gloor
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Beth Chapman
Secretary of State

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Shelby Cnty Judge of Probate, AL
03/14/2012 11:22:33 AM FILED/CERT

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

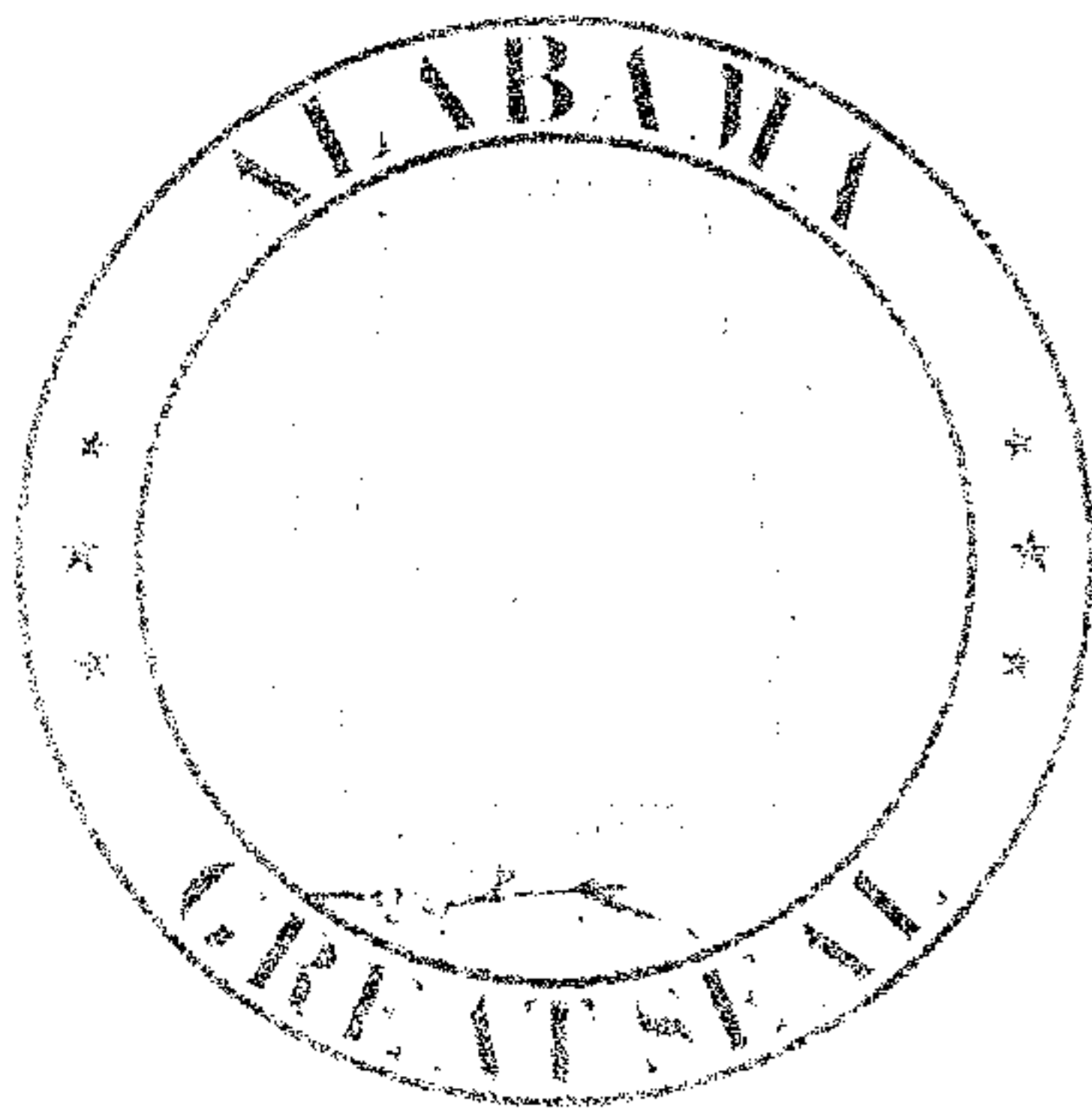
STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Ace Tow & Auto Sales, L.L.C.

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Randall S. Whitworth, 3359-B Pelham Parkway,
Pelham, AL 35124 for a period of one hundred twenty days beginning February
21, 2012 and expiring June 20, 2012.



**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.**

February 21, 2012

Date

Beth Chapman

597-438

Beth Chapman

Secretary of State