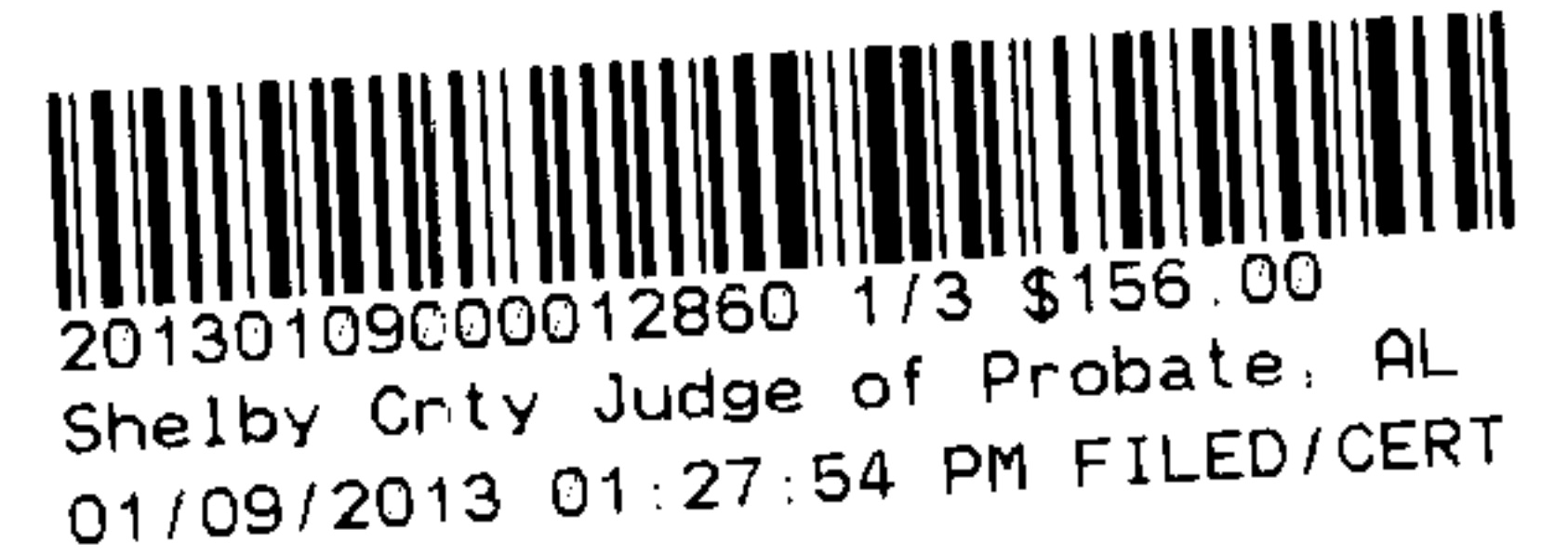


**CERTIFICATE OF FORMATION
OF
NITRO MOTORS LLC**



The undersigned, intending to organize a limited liability company under the provisions of the Alabama Limited Liability Company Law, ALA. CODE §§ 10A-5-1.01, *et seq.* (the "LAW"), hereby adopts the following Certificate of Formation. Capitalized terms used but not defined herein have the meaning set forth in the Law.

**ARTICLE I
NAME**

The name of the company, referred to in this Certificate of Formation as the "Company" is "Nitro Motors LLC." The type of entity being formed under the Law is a limited liability company.

**ARTICLE II
DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE III
PURPOSE**

The purposes for which the Company is organized are to conduct the business of acting as a seller of motor vehicles and to conduct such other lawful business for which limited liability companies may be organized under the Law as may be specifically authorized by consent of the Members in accordance with the provisions of the Operating Agreement.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Alabama is William L. Welch, Jr. The location of the Company's registered office in Alabama and the address of said agent and the mailing address are 820 Highway 21, Alabaster, AL 35007.

**ARTICLE V
INITIAL MEMBER, MANAGERS AND THE ORGANIZER**

The name and mailing address of the initial members of the Company (the "Members") are:

William L. Welch, Jr. And William L Welch, Sr.
2402 Montreat Drive
Vestavia Hills, AL 35216

The name and mailing address of the initial Managers of the Company (the “Managers”) are:

William L. Welch, Jr And William L Welch, Sr.
2042 Montreat Drive
Vestavia Hills, AL 35216

The name and mailing address of the Organizer of the Company (the “Organizer”) is:

Thomas A. Ritchie
312 North 23rd Street
Birmingham, AL 35203

ARTICLE VI **ADDITIONAL MEMBERS**

The Members shall have the right to admit additional Members upon the terms and conditions specified in the Operating Agreement.

ARTICLE VII **CESSATION OF MEMBERSHIP**

The cessation of membership of one or more Members in the Company shall not result in a dissolution of the Company. The Company shall be dissolved and its affairs wound up upon the occurrence of any event set forth in the Operating Agreement or the Law.

ARTICLE VIII **MISCELLANEOUS MATTERS**


The Company shall have all of the powers of a limited liability company that are set out in the Law. The actions of the Managers of the Company acting pursuant to the authority of the Members shall govern the affairs of the Company and the conduct of its business.

IN WITNESS WHEREOF, for the purpose of forming the Company in accordance with the Law, the undersigned has executed this Certificate of Formation as of the 8th day of January, 2013, in his capacity as Organizer.

ORGANIZER:


Thomas A. Ritchie

This instrument prepared by:
Thomas A. Ritchie
312 North 23rd Street
Birmingham, AL 35203


20130109000012860 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
01/09/2013 01:27:54 PM 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 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:

Nitro Motors LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Thomas Ritchie, 312 n 23rd st, birmingham, AL 35203-3878 for a period of one hundred twenty days beginning January 8, 2013 and expiring May 9, 2013.



20130109000012860 3/3 \$156.00
Shelby Cnty Judge of Probate, AL
01/09/2013 01:27:54 PM FILED/CERT



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 8, 2013

Date

Beth Chapman

618-166

Beth Chapman

Secretary of State