

CERTIFICATE OF FORMATION

OF

A. VISION MOTORS, LLC

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, as the same now exists or as may hereafter be amended (the "Law"), does hereby adopt the following Certificate of Formation:

ARTICLE I.

The name of the Company is "A. Vision Motors, LLC" (the "Company").

ARTICLE II.

The purposes for which the Company is formed are:

- (a) To sell and purchase vehicles at wholesale.
- (b) To transact any lawful business for which limited liability companies may be organized under the Law.

ARTICLE III.

The existence of the Company shall commence on the date of the filing of this Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall be terminated upon the earlier to occur of (i) the written consent of all the members to terminate the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the Law.

ARTICLE IV.

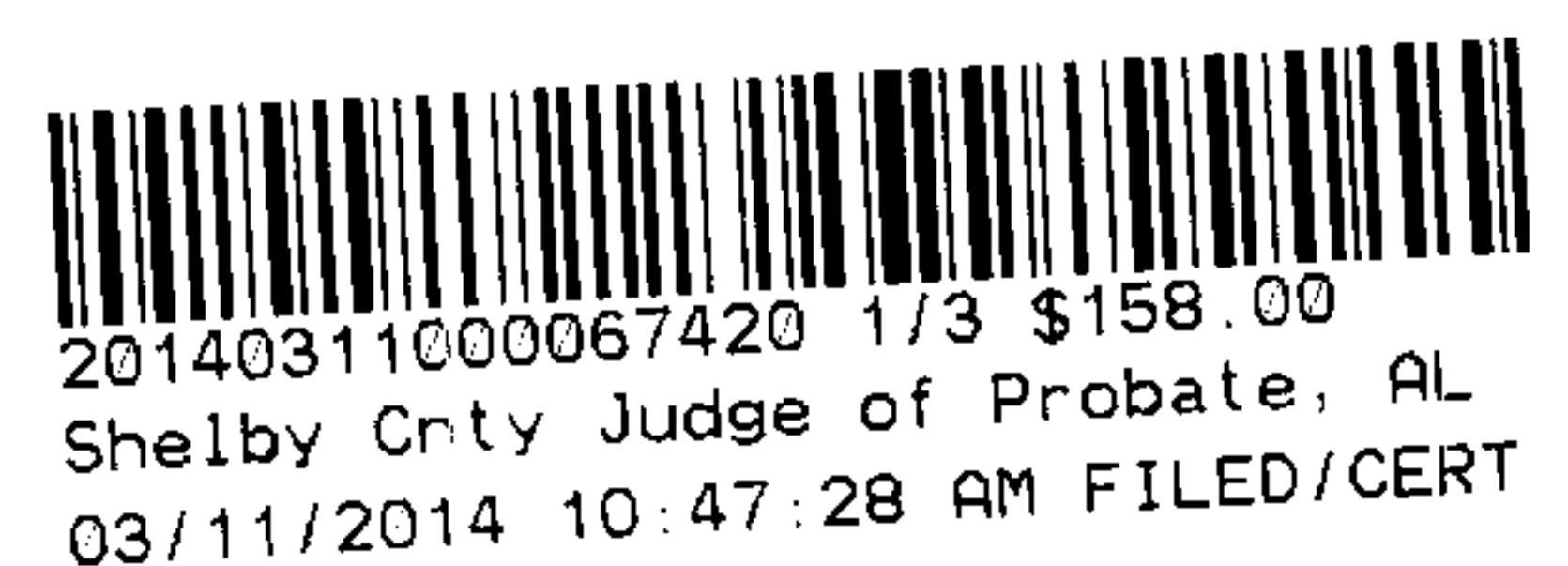
The street address of the initial registered office of the Company is 2222 Lake Heather Circle, Birmingham, AL 35242. The name of the initial registered agent at the said registered office is Don Allinder, Jr.

ARTICLE V.

The name of the Organizer is J. Kevin Webb, Esq., at Dominick Feld Hyde, 1130 22nd Street South, Suite 4000, Birmingham, Alabama 35205.

ARTICLE VI.

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.



ARTICLE VII.

The cessation of membership of one or more members will result in termination of the Company if there are no remaining members, unless the legal existence and business of the Company is continued and one or more new members is appointed in the manner provided in the Operating Agreement.

ARTICLE VIII.

The name and mailing address of the initial member of the Company are as follows:

Don Allinder Jr.	2222 Lake Heather Circle Birmingham, AL 35242
------------------	--

ARTICLE IX.

The Company shall be managed by one or more managers. The name and address of the initial manager of the Company are as follows:

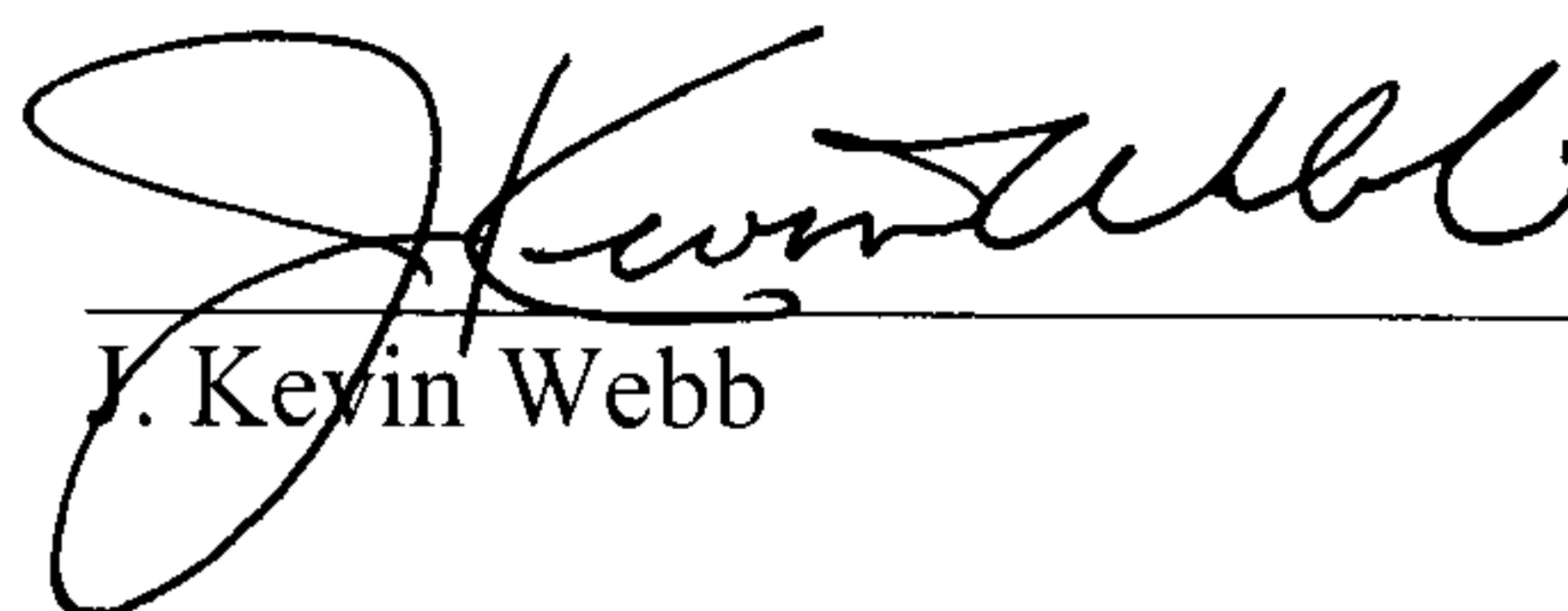
Don Allinder Jr.	2222 Lake Heather Circle Birmingham, AL 35242
------------------	--

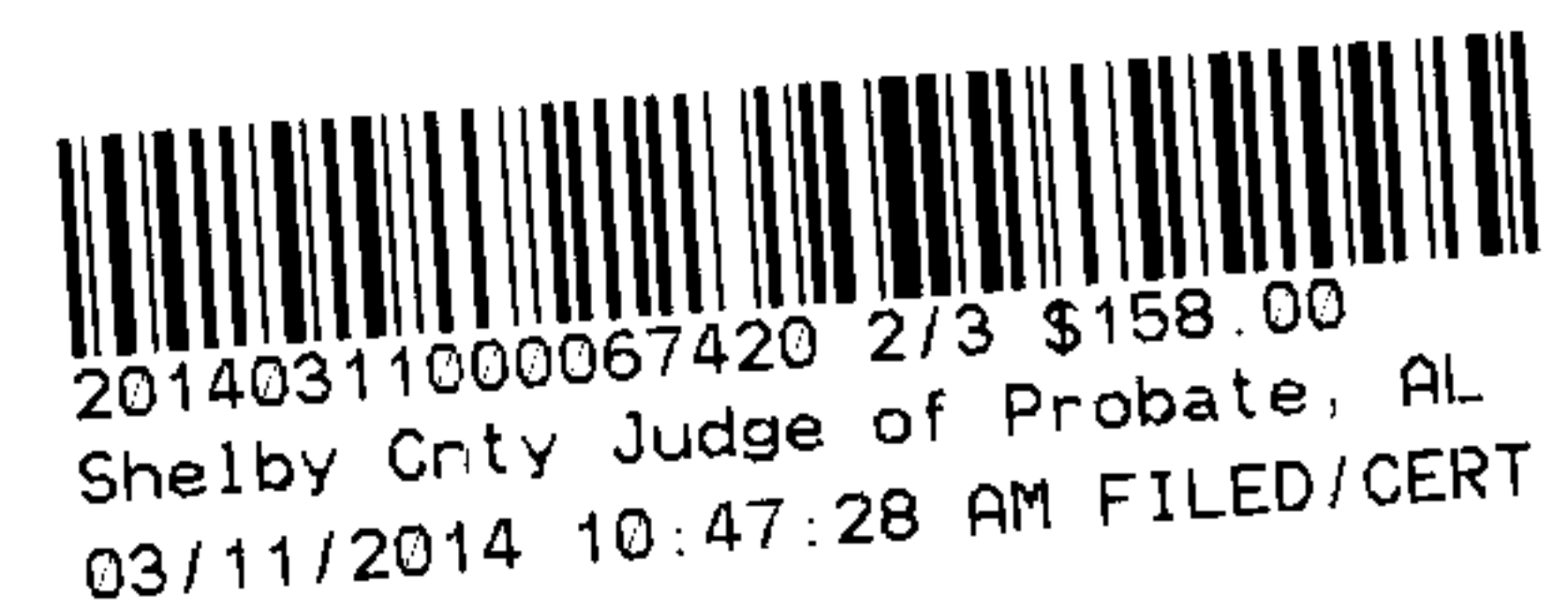
ARTICLE X.

The Company has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the Alabama Limited Liability Company Law or the Company's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

IN WITNESS WHEREOF, the undersigned Organizer does hereby make this Certificate of Formation and does hereby affirm that the facts stated herein are true, and accordingly signs this Certificate of Formation this 6th day of March, 2014.

This instrument prepared by:
J. Kevin Webb, Esq.
Dominick Feld Hyde, P.C.
1130 22nd Street South
Ridge Park, Suite 4000
Birmingham, Alabama 35205


J. Kevin Webb



Jim Bennett
Secretary of State

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

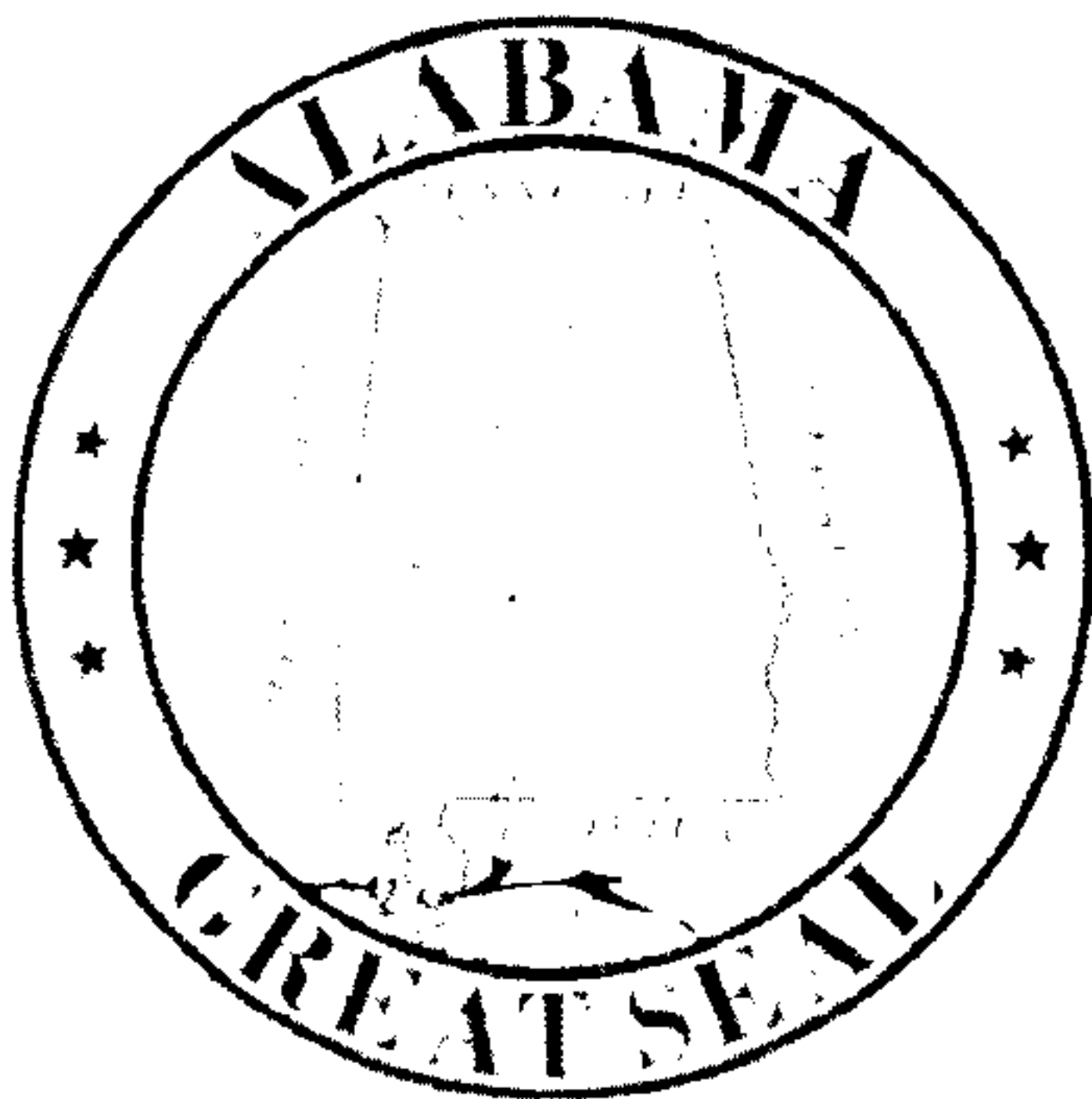
STATE OF ALABAMA

**I, Jim Bennett, 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:

A. Vision Motors, LLC

This name reservation is for the exclusive use of J. Kevin Webb, P O Box 1387,
Birmingham, AL 35201-1387 for a period of one year beginning March 05, 2014
and expiring March 05, 2015



RES650922

**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.**

March 05, 2014

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

20140311000067420 3/3 \$158.00
Shelby Cnty Judge of Probate, AL
03/11/2014 10:47:28 AM FILED/CERT