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AL Franchise Tax Account No. 013028

SHAREHOLDERS CONSENT TO DISSOLUTION

WHEREAS, Fred H. Frost, Jr. and _____ are the sole shareholders of all of the authorized and issued shares of stock of Montevallo Lumber Co., Inc., an Alabama corporation; and

WHEREAS, Fred H. Frost, Jr. and _____ as such shareholders of all the authorized and issued shares of stock of Montevallo Lumber Co., Inc., are desirous of dissolving said corporation; and

WHEREAS, all debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.

NOW THEREFOR, For and in consideration of the premises, Fred H. Frost, Jr. and _____, being the sole owners of all authorized and issued shares of stock of Montevallo Lumber Co., Inc., does this day consent to the dissolution of Montevallo Lumber Co., Inc.

Executed on this the _____ day of Dec 30, 1985.

Fred H. Frost Jr
Shareholder

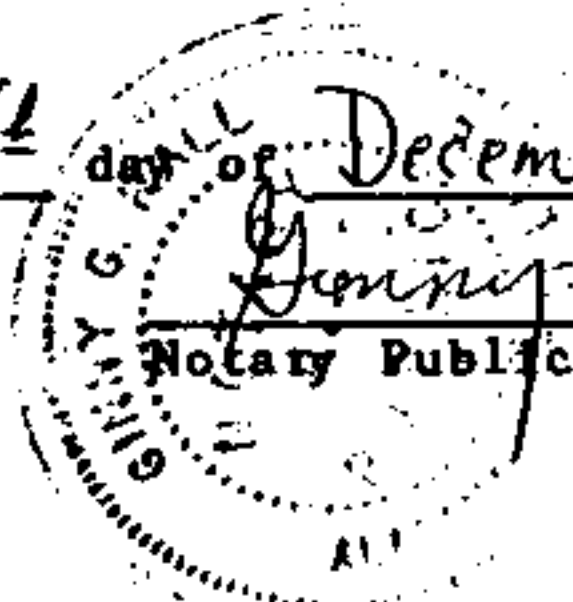
Shareholder

STATE OF ALABAMA)

Shelby)

I, Genny B. Haef, a Notary Public in and for said County in said State, hereby certify that Fred H. Frost, Sr and _____, whose names are signed to the foregoing Consent to Dissolution, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Consent to Dissolution, they executed the same voluntarily on the day the same bears date.

Given under my hand this 30th day of December, 1985.



MONTEVALLO LUMBER CO
163 ASHVILLE CIR
MONTEVALLO AL 35115

My Commission Expires November 1, 1988

AL Franchise Tax Account No. 013028

Monterello Lumber Co., Inc.

By: Fred H. Frost Jr
Its President

And: Fred H. Frost Jr
Its Secretary

STATE OF ALABAMA)

Shelby)

I, Genny G. Hall, a notary public, do hereby certify that
on this _____ day of Dec 30, 1985, personally appeared
before me, Fred H. Frost, Jr. and _____
who, being by me first duly sworn, declared that they are the President and
Secretary of Monterello Lumber Co., Inc., that they signed the foregoing
documents as President and Secretary of the corporation, and that the
statements therein contained are true.

Genny G. Hall
Notary Public

My Commission Expires November 1, 1992

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT IS TRUE

1986 MAR 24 AM 10:04

Thomas G. Henderson
NOTARY PUBLIC

Rec 5.00
Sub 1.00
6.00