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STATE OF ALABAMA)
JEFFERSON COUNTY)

STATEMENT OF INTENT TO DISSOLVE
BETHEA INTERNATIONAL, INC.

WHEREAS, all of the officers of Bethea International, Inc.
an Alabama limited corporation have agreed to the dissolution of
the corporation: and,

WHEREAS, all stockholders of the corporation have signed
AGREEMENT FOR DISSOLUTION , which is attached hereto as Exhibit
"A"; and

WHEREAS, the names and addresses of the officers and
directors of the corporation are as follows:

President/Director	Sue W. Taylor Birmingham, Alabama
Secretary/Director	Katherine D. Bozeman Birmingham, Alabama

NOW, THEREFORE, this Statement of Intent to Dissolve is
executed on this the 20th day of April 1988.

Sue W. Taylor
Sue W. Taylor
President

Katherine D. Bozeman
Katherine D. Bozeman
Secretary

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, Katherine D. Bozeman Secretary of Bethea International,
Inc. hereby certify that Sue W. Taylor, and I, affix our
signatures to the above document in my presence and with full
authority on the 20th day of April, 1988.

Katherine D. Bozeman
Katherine D. Bozeman
Secretary

Smith Hynds, Blocker

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STOCKHOLDERS AGREEMENT FOR DISSOLUTION
OF
BETHEA INTERNATIONAL, INC.

WHEREAS, the undersigned, being all of the stockholders all of capital stock of Bethea International, Inc. hereinafter referred to as "corporation", a corporation organized under the laws of the State of Alabama, have determined that it would be advisable an in the best interest of the corporation and its partners for the corporation to be dissolved; and

NOW, THEREFORE, be it:

1. RESOLVED, that the stockholders of the corporation hereby agree to the dissolution of the corporation.

2. RESOLVED FURTHER, that the president of the corporation is authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto.

3. RESOLVED FURTHER, that the officers of the corporation are authorized and directed to apply the assets, in cash or kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provisions for the payment of all known debts, the president is authorized and directed to distribute the remainder of the corporation's assets to the stockholders, according to their respective rights and interests.

4. RESOLVED FURTHER, that the officers are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of Bethea

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International, Inc. or on behalf of the
corporation, including the U. S. Treasury
Department Form 966.

5. RESOLVED FURTHER, that on completion of all
liquidation actions, the officers of the
corporation are hereby authorized and required to
file all documents required by law to complete the
winding up of the affairs and dissolution of the
corporation.

IN WITNESS WHEREOF, the undersigned has hereunto signed
and sealed this instrument. Executed on this 20th day of
April, 1988.

Sue W. Taylor
Sue W. Taylor

Katherine D. Bozeman
Katherine D. Bozeman

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STATE OF ALA. SHELLED
I CERTIFY THIS
INSTRUMENT WAS FILED

88 JUN -7 AM 9:38

Thomas P. Summerville
JUDGE OF PROBATE

Rec 5.00
Jud 1.00
6.00