

STATE OF ALABAMA)

SHELBY COUNTY)

STATEMENT OF INTENT TO DISSOLVE

Pursuant to the provisions of Section 10-2A-181 of the Alabama Code of 1975, the undersigned corporation submits the following statement of intent to dissolve the corporation upon the written consent of its shareholders and officers.

I. The name of the corporation is Corporate Management Reports, Inc.

II. The officers of the corporation are William T. Harrison, President; and David W. Brasfield, Secretary whose address is 4105 Heatherhedge Lane, Hoover, Alabama 35226.

III. The directors of the corporation are William T. Harrison whose address is Post Office Box 902, Columbiana, Alabama 35051, and David W. Brasfield whose address is 4105 Heatherhedge Lane, Hoover, Alabama 35226.

IV. A copy of the written consent to dissolve signed by the shareholders is attached hereto as Exhibit "A".

V. The undersigned, William T. Harrison and David W. Brasfield, hereby state that the written consent attached as Exhibit "A" has been executed by all shareholders of the corporation.

Done this 13th day of December, 1994.

CORPORATE MANAGEMENT REPORTS, INC.

By: William T. Harrison
Its: President and Shareholder

By: David W. Brasfield
Its: Secretary and Shareholder

Inst # 1994-36609

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SHELBY COUNTY JUDGE OF PROBATE
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F.N.B.C.

SHAREHOLDERS' WRITTEN CONSENT TO
DISSOLUTION OF
CORPORATE MANAGEMENT REPORTS, INC.

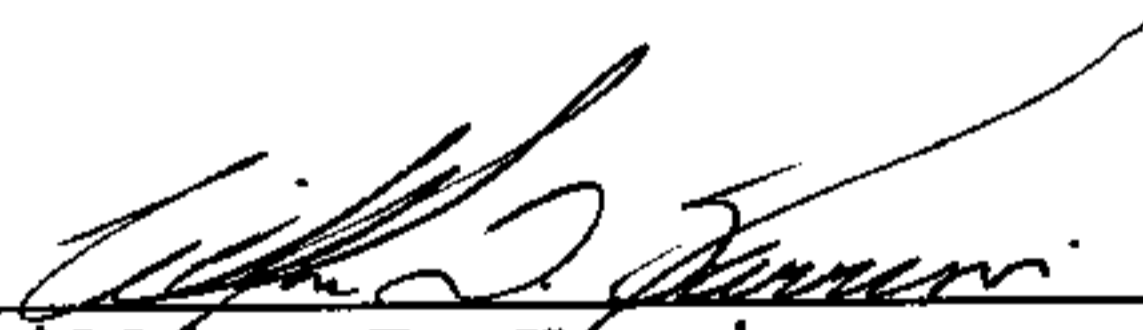
1. The undersigned are all of the shareholder of Corporate Management Reports, Inc., a corporation organized under the laws of the State of Alabama. We have determined that it would be in the best interests of the Corporation and its shareholders for the Corporation to be dissolved. Therefore, pursuant to § 10-2B-14.02(f) of the Code of Alabama, 1975, as amended, we hereby consent to the dissolution of the Corporation.

2. The shareholders further agree that the officers and directors of the Corporation are 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 and file any documents or instruments necessary and incident thereto.

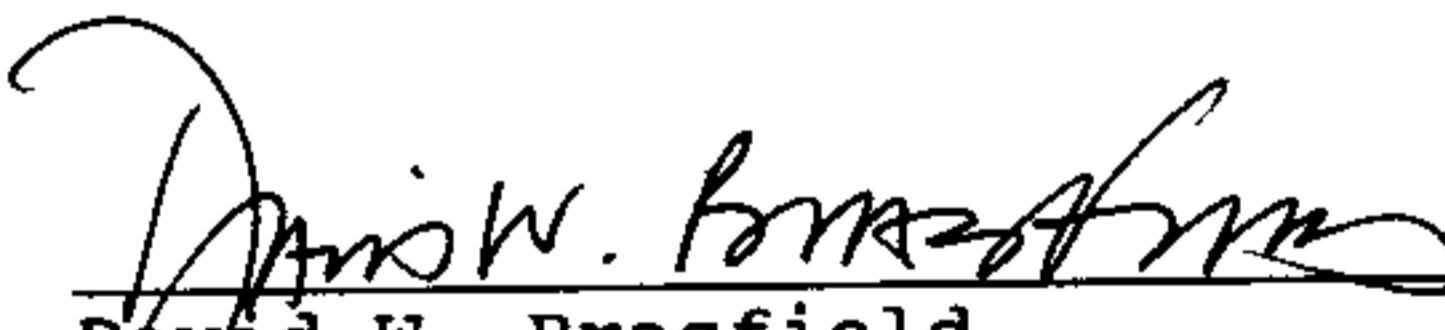
3. The shareholders further agree that the officers and directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all its known debts, the officers and directors are authorized and directed to distribute the remainder of the Corporation's assets to William T. Harrison, in cash or in kind.

4. The shareholders further agree that the officers and directors of the Corporation are authorized and directed to execute and file all documents, instruments, reports, tax returns, certificates, articles, and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation.

Executed on the 13th day of December, 1994.



William T. Harrison



David W. Brasfield

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