

ARTICLES OF DISSOLUTION

OF

EMERALD LAWN, INC.

WHEREAS, the undersigned Officers of Emerald Lawn, Inc., a corporation organized under the laws of the State of Alabama, having determined that it would be advisable and in the best interest of the corporation and its shareholders for the corporation to be dissolved; and pursuant to the provision of §10-2A-190, Code of Alabama, 1975, said corporation hereby adopts the following Articles of Dissolution for purposes of dissolving the corporation:

FIRST: The name of the corporation is Emerald Lawn, Inc.

SECOND: That by an affirmative vote of the holders of more than two-thirds of the shares of Emerald Lawn, Inc. said holders being entitled to vote thereon, a resolution to dissolve the corporation was adopted on March 27, 1995.

THIRD: A Statement of Intent to Dissolve the corporation was filed with Office of the Judge of Probate of Shelby County, on the 25 day of April, 1995 pursuant to the provisions of Section 10-2A-183 of the Code of Alabama.

FOURTH: That the Officers and Directors of Emerald Lawn, Inc. have taken all actions necessary to wind up the affairs of the corporation, including any lease, sale, conveyance, or assignment of any or all of the corporation's assets and has executed any documents or instruments necessary and incident thereto.

Inst # 1995-10650

04/25/1995-10650
10:05 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 30.00

Inst # 1995-10650

FIFTH: That the Officers and Directors of Emerald Lawn, Inc. have applied the assets, in cash or in 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 of its known debts, the Officers and Directors authorized and directed the distribution of the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests. Further, that all known debts, obligations and liabilities of the corporation have been paid and discharged and/or adequate provisions have been made therefor.

SIXTH: That the officers and directors executed all documents, instruments, reports, tax returns, certificates, and affidavits required by a federal, state, or local government in connection with or by reason of the liquidation and dissolution of Emerald Lawn, Inc. or on behalf of the corporation, including Internal Revenue Service Form 966.

SEVENTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

IN WITNESS THEREOF, the undersigned has hereunto signed and sealed this instrument.

Executed on the 27th day of March, 1995, at 10:00 a.m. in the law offices of Griffin, Allison, May, Alvis & Fuhrmeister, Birmingham, Alabama.

Dated: March 27, 1995.

WITNESS:

Susan Long

Scott A. Long
SCOTT A. LONG
President

CERTIFICATE

We, Scott A. Long and Susan W. Long, President and Secretary of the corporation, do hereby certify that all of the statements in the foregoing instrument are true and correct, and that we signed the foregoing instrument as President and Secretary of the corporation.

Scott A. Long
Scott A. Long, President

Susan Long
Susan W. Long, Secretary

STATE OF ALABAMA

COUNTY OF SHELBY

I, the undersigned, a Notary Public, do hereby certify that on this 27 day of March, 19 95, Scott A. Long and Susan W. Long personally appeared before me and, being by me first duly sworn, declared that they are the President and Secretary of Emerald Lawn, Inc., that they signed the foregoing document as the President and Secretary of the corporation, and that the statements contained in the document are true.

Alvin Duff
Notary Public
My commission expires: 5/14/98

Inst # 1995-10650

04/25/1995-10650

10:05 AM CERTIFIED

Shelby County Judge of Probate

003 MCD 30.00