

STATE OF ALABAMA
FOR-PROFIT CORPORATION
ARTICLES OF DISSOLUTION

INSTRUCTIONS:

STEP 1: FILE ORIGINAL AND TWO COPIES WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED WITH SECRETARY OF STATE AND JUDGE OF PROBATE FEES ATTACHED. THE JUDGE OF PROBATE'S FILING FEE IS \$10 AND THE SECRETARY OF STATE'S FILING FEE IS \$20.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED FOR-PROFIT CORPORATION SUBMITS THE FOLLOWING ARTICLES OF DISSOLUTION.

- Article I The name of the corporation.
V & W Builders, Inc.
- Article II The dissolution was authorized on December 6, 19 96.
- Article III The total number of shareholder votes entitled to be cast is 1000. The number of shareholders voting for the dissolution was 2 and the number of shareholders voting against the dissolution was 0.
- Article IV If voting by groups, the information required by III above must be separately provided for each group entitled to vote.
- Article V If the dissolution was approved by written consent of all shareholders, a statement to that effect may be substituted for requirements III & IV above when a copy of such signed consent is attached.

December 30 1996
Date

William K. Webb, V. President
Type or Print Corporate Officer's Name and Title
[Signature]
Signature of Officer

Inst # 1997-00236

Inst # 1997-00236

REV8/96

01/03/1997-00236
10:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 HCD 30.00

Minutes of the Special Meeting of the Board of Directors of the V & W Builders, Inc.

The special meeting of the Directors of the V & W Builders, Inc. was held in the offices of the Corporation in Pelham, AL at 10:30 AM on the 6th day of December 1996 pursuant to written waiver of notice signed by the Director fixing said time and place, said waiver of notice being attached hereto as Exhibit "A".

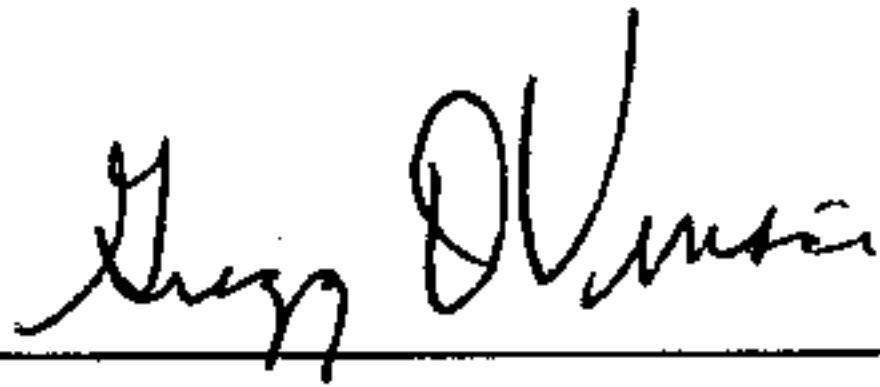
Gregg D. Vinson and William K. Webb being all the Directors of the Corporation, were either present at said meeting in person or consented to the holding thereof and attest to the validity of any action taken thereat. Gregg D. Vinson served as Chairman of the meeting.

The Chairman initiated a discussion relating to the approval and ratification of the following actions taken in regard to the V & W Builders Inc.:

"BE IT RESOLVED, We authorize William K. Webb to close the Corporate checking account with Colonial Bank prior to December 31, 1996.

"BE IT RESOLVED, The board hereby is authorized to file for "Dissolution" of V & W Builders, Inc. The necessary filings shall be made prior to the end of the year and sent to the Secretary of State of Alabama, Jim Bennett."

There being no further business to come before the meeting on a motion duly made, the meeting was thereupon declared adjourned.



Gregg D. Vinson, President



William K. Webb, V P

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