

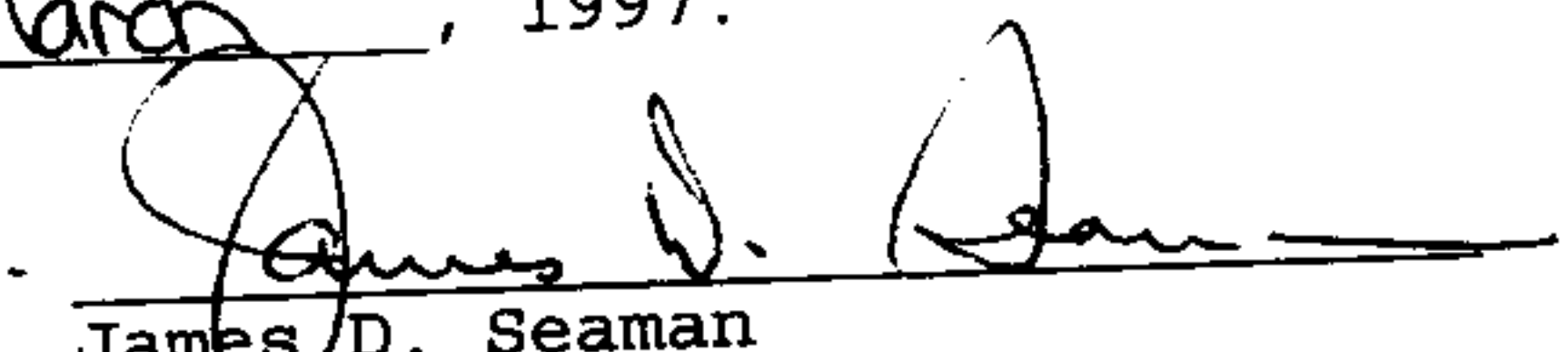
STATE OF ALABAMA  
SHELBY COUNTY

ARTICLES OF DISSOLUTION  
OF  
S&L ENERGY CORP.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned for-profit corporation submits the following Articles of Dissolution.

1. The name of the corporation is S&L Energy Corp.
2. The dissolution was authorized on March 20, 1997.
3. A copy of the written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation, or signed their names by their respective attorneys thereunto duly authorized, and said copy is attached hereto and marked Exhibit "A" and is incorporated herein by reference.

Dated this the 20<sup>th</sup> day of March, 1997.

  
James D. Seaman  
Its President

THIS INSTRUMENT PREPARED BY: THOMAS A. NETTLES, IV  
ESPY, NETTLES, SCOGIN AND BRANTLEY, P.C.  
2728 8th Street  
P.O. Box 2986  
Tuscaloosa, Alabama 35403  
205 758-5591

03/25/1997-09021  
09:36 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 NC3 30.00


Inst # 1997-09021

EXHIBIT "A"

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
TO DISSOLVE

The undersigned, being all of the shareholders of record of S&L Energy Corp., an Alabama For Profit Corporation, consent to the dissolution of the corporation pursuant to §10-2B-14.02.(f) of the Code of Alabama.

Dated this the 20<sup>th</sup> day of March, 1997.

  
James D. Seaman

Inst # 1997-09021

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