

**ARTICLES OF DISSOLUTION OF
REED INDUSTRIES, INC.**

Pursuant to Section 10-2B-14.03(f), *Alabama Code* (1975), Reed Industries, Inc., a corporation duly organized and existing under the laws of the State of Alabama (the "Corporation"), adopts these Articles of Dissolution:

FIRST: The name of the Corporation is Reed Industries, Inc.

SECOND: The dissolution of the Corporation was authorized on the 30th day of June, 1997.

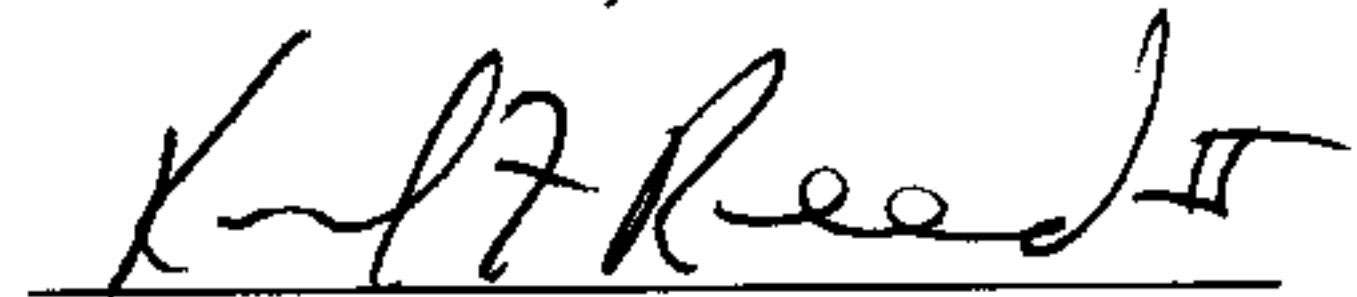
THIRD: The dissolution was approved by written consent of all of the shareholders of the Corporation pursuant to Section 10-2B-14.03(f), *Alabama Code* (1975), a copy of which consent is attached hereto as Exhibit "A".

FOURTH: These Articles of Dissolution will take effect on the date upon which the same are recorded in the Probate Court of Shelby County, Alabama.

Dated this 30th day of June, 1997.

REED INDUSTRIES, INC.

By:



Karl F. Reed, II

Its: President

Inst # 1997-20393

06/30/1997-20393
01:08 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
005 MCD 30.00

**WRITTEN CONSENT OF THE
SHAREHOLDERS OF
REED INDUSTRIES, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, constituting all the shareholders of REED INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of Alabama (the "Corporation"), and acting herein by written consent pursuant to Sections 10-2B-7.04 and 10-2B-14.02(f), *Code of Alabama* (1975), hereby adopt, ratify and consent to the following preambles and resolutions, and each and every matter contained herein:

RESOLVED, it is deemed in the best interest of the Corporation and its shareholders that the Corporation should be dissolved; and

BE IT FURTHER RESOLVED, the undersigned, constituting all the shareholders of the Corporation, hereby consent to the dissolution of the Corporation pursuant to Section 10-2B-14.02(f), *Code of Alabama* (1975); and

BE IT FURTHER RESOLVED, that the president of the Corporation (such person being hereinafter referred to as the "Corporate Representative") shall take all such steps and perform all such acts as may be necessary or required for the dissolution and winding-up of the Corporation and that in doing so, the Corporate Representative is expressly authorized and empowered to execute and deliver on behalf of the Corporation all

instruments, assignments, deeds or other documents that shall be required to consummate the dissolution of the Corporation and facilitate the winding-up of its affairs and all such acts done by and documents, instruments or agreements executed by the Corporate Representative shall legally bind the Corporation (such documents, instruments and agreements are hereinafter referred to as the "Dissolution Documents"); and

BE IT FURTHER RESOLVED, that the Dissolution Documents may contain such provisions, as the Corporate Representative, in his sole and absolute discretion, deems advisable, necessary or expedient and that are otherwise not inconsistent with this written consent; and

BE IT FURTHER RESOLVED, that the Corporate Representative is authorized and directed to apply the assets of the Corporation, in cash or in kind, to payment of the Corporation's known debts and obligations. After disposing of the assets and making suitable provision for the payment of all of its known debts, the Corporate Representative is authorized and directed to distribute the remainder of the Corporation's assets to the shareholders in cash or like kind, according to its rights and interest; and

BE IT FURTHER RESOLVED, that the Corporate Representative is authorized and directed 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 the Corporation; and

BE IT FURTHER RESOLVED, that the undersigned hereby ratify, approve and confirm any and all acts and things that the Corporate Representative has done with regard to the foregoing matters in the past, or which the Corporate Representative may do in the future in any way relating to, arising from or in connection with these resolutions, and such acts and things of the Corporate Representative shall at all times receive full faith and credit by all persons without the necessity of inquiry by said persons; and

BE IT FURTHER RESOLVED, that the undersigned acknowledge the foregoing resolutions, adopted by this written consent, shall be as fully effective as if enacted at a special meeting of the shareholders of the Corporation duly called and held, and further direct that this written consent be placed in the minutes of the proceedings of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have caused this consent to be executed and by these presents, have directed the secretary of the Corporation to place this instrument in the minutes of the official proceedings of the Corporation.

Date of execution:

6-25-97

Karl F. Reed II
KARL F. REED, II, Shareholder

Date of execution:

6-26-97

Margaret W. Reed
MARGARET W. REED, Shareholder

Date of execution:

6-25-97

Barbara Taylor
BARBARA TAYLOR, Shareholder

Date of execution:

6-30-97

Rolla E. Beck III
ROLLA E. BECK, III, Shareholder

Date of execution: 6-28-97

Karl F. Reed
KARL F. REED, Shareholder

Date of execution: 6-26-97

Ruth D. Webb
RUTH D. WEBB, Shareholder

Date of execution: 6-25-97

Karl F. Reed III
KARL F. REED, III, Shareholder

Inst # 1997-20393

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