

THIS INSTRUMENT WAS PREPARED BY:

Gary S. Schiff
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF DISSOLUTION
OF
INNOVASYS, INC.

In accordance with Ala. Code §10-2B-14.02 (1975), I, Russell E. Wilson, as President of **INNOVASYS, INC.**, a corporation organized and existing under the laws of the State of Alabama, hereby state the following:

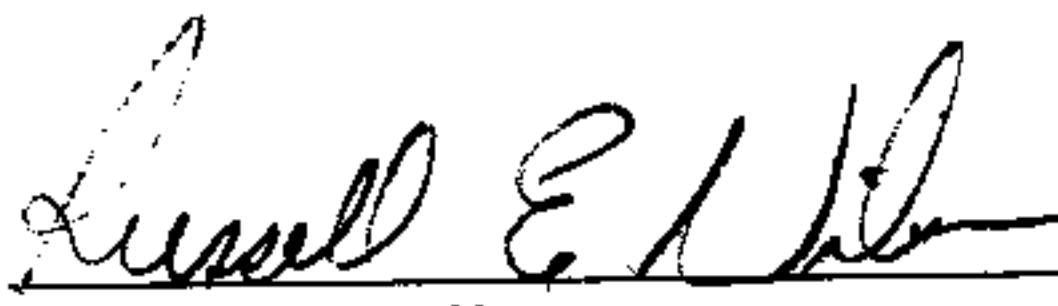
Inst # 1997-28264

1. The name of the Corporation is **INNOVASYS, INC.**
2. The dissolution of the Corporation was authorized on September 3, 1997, by a Written Consent of the Shareholder.
3. The Written Consent authorizing the dissolution was signed by the sole Shareholder of the Corporation, and a copy of the Written Consent is attached hereto as Exhibit "A".

I further certify that these Articles of Dissolution are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such dissolution in accordance with the requirements of Alabama Code §10-2B-14.03 (1975).

I also certify that, in accordance with Alabama Code §10-2B-1.23, the dissolution of the Corporation shall be effective upon the filing of the Articles of Dissolution in the Office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 3rd day of September, 1997.

 (SEAL)
Russell E. Wilson,
President

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09/04/1997-28264
09:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 30.00

EXHIBIT "A"

WRITTEN CONSENT OF
THE SOLE SHAREHOLDER TO DISSOLUTION
OF
INNOVASYS, INC.

The undersigned, being the sole Shareholder of INNOVASYS, INC., an Alabama corporation, pursuant to Ala. Code §10-2B-14.02 (1975) hereby, consents to the dissolution of the Corporation and authorizes the President of the Corporation to execute Articles of Dissolution, and to file the same in the Office of the Judge of Probate of Shelby County, Alabama, and to take such other and further action as may be necessary to carry out the provisions of said Act in order to effect the ultimate dissolution of the Corporation.

DATED September 3, 1997.



Russell E. Wilson

(BEING THE SOLE SHAREHOLDER OF
THE CORPORATION)

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