

STATE OF ALABAMA }
COUNTY OF COFFEE }

ARTICLES OF DISSOLUTION OF
QUAD-FLEX SYSTEMS, INC.

Inst # 1999-46181

11/10/1999
12:53 PM
SHELBY COUNTY JUDGE OF PROBATE
004 MMS 30.00

Pursuant to the provision of Section 10-2B-14.03 of the Code of Alabama, the undersigned of the corporation hereinafter named, adopt the following Articles of Dissolution for the purpose of dissolving the corporation:

- FIRST: The name of the Corporation is Quad-Flex Systems, Inc.
- SECOND: The stockholders of the Corporation authorized the dissolution of the Corporation of the 29th day of October, 1999 pursuant to the provisions of Section 10-2B-14.01, et. seq., Code of Alabama, (1975).
- THIRD: The dissolution was approved by written consent of all shareholders pursuant to the provisions of Section 10-2B-14.02(f). A copy of such written consent is attached hereto.
- FOURTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interest.
- FIFTH: All debts, obligation and liabilities of the corporation have been paid and discharged, or adequate provision has been made thereof.
- SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provisions have not been made of for the satisfaction of any judgment, order or decree which may be entered against it.

Dated this the 29th day of October, 1999.

QUAD-FLEX SYSTEMS, INC.

By: Dan W. Taylor
Dan W. Taylor-President/Secretary

STATE OF ALABAMA

COUNTY OF COFFEE

Before me, the undersigned authority, a Notary Public in and for said County and State, personally appeared *Dan W. Taylor*, President/Secretary of Quad-Flex Systems, Inc., who being by me first duly sworn, deposes and states that he has read the above and foregoing instrument and that the matters therein contained are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 29th day of October, 1999.



Sheri Alcorn
Notary Public
My Commission Expires: 2/22/2003

This instrument was prepared by:
Jeff W. Kelley
P. O. Box 505
Elba, Alabama 36323
(334) 897-8778

**RESOLUTION OF THE SHAREHOLDERS AND
CONSENT OF ALL SHAREHOLDERS TO DISSOLVE
QUAD-FLEX SYSTEMS, INC., AND ALABAMA CORPORATION**

WHEREAS, Quad-Flex Systems, Inc., an Alabama corporation, was incorporated in Shelby County, Alabama, on to-wit, the 18th day of September, 1992; and

WHEREAS, we, the undersigned shareholders, holding all of the outstanding shares of record of said corporation, deem it advisable to and in the best interest of the corporation and its shareholders to wind up its affairs and to voluntarily dissolve, pursuant to Code of Alabama, (1975), §10-2B-14.02(f).

NOW, THEREFORE, the undersigned, each holding of record the number of shares hereinbelow indicated after his name, constituting all the shareholders of this corporation, do hereby elect to wind up the affairs of this corporation and voluntarily dissolve it, and do hereby consent to the winding up of the affairs of this corporation and to its voluntary dissolution on a date to be set by the officers and directors.

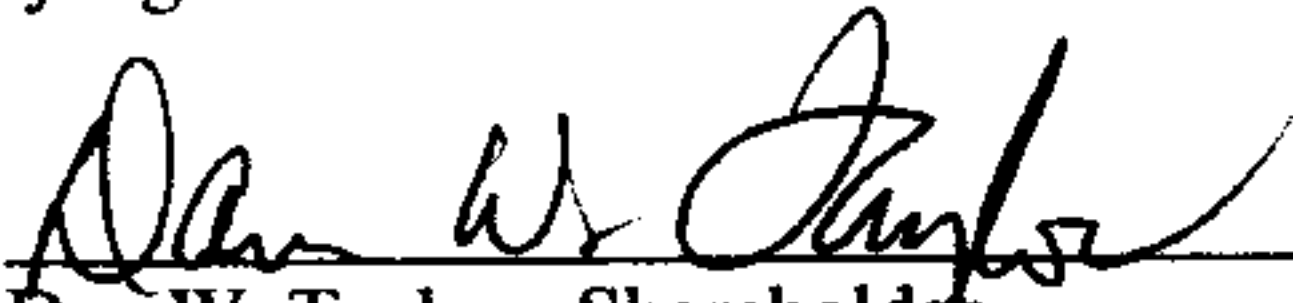
The undersigned do further hereby direct the officers and directors of this corporation to take such further action as may be necessary or proper to wind up the affairs of this corporation and to dissolve it.

The corporation has 1,000 shares issued as outstanding on this date, all of which voted for and consented to said dissolution, as shown below:

<u>Name of Shareholder</u>	<u>Number of Shares</u>
Dan W. Taylor 8956 Timberjack Lane Jacksonville, FL 32256	1,000

IN WITNESS WHEREOF, I have signed my signature on the date indicated below.

10-29-99
Date



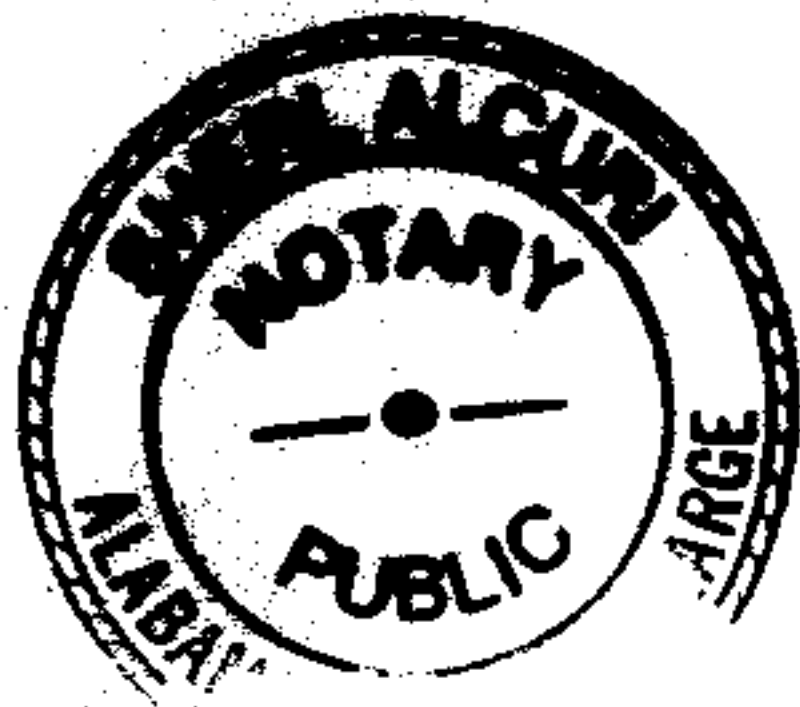
Dan W. Taylor - Shareholder
8956 Timberjack Lane
Jacksonville, FL 32256

STATE OF ALABAMA

COUNTY OF COFFEE

Before me, the undersigned authority, a Notary Public in and for said County and State, personally appeared **Dan W. Taylor**, shareholder of Quad-Flex Systems, Inc., who being by me first duly sworn, deposes and states that he has read the above and foregoing instrument and that the matters therein contained are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 29th day of October, 1999.



Sheri Alcorn

Notary Public

My Commission Expires:

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