

ARTICLES OF DISSOLUTION

OF


JAGER & SONS, INC.

Pursuant to the provisions of Section 10-2B-14.03 of the Code of Alabama, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Jager & Sons, Inc.
2. The former name of the corporation was Clark Corporation.
3. The dissolution of the corporation was approved on February 15, 2000.
4. The dissolution of the corporation was approved by the written consent of the sole shareholder of the corporation pursuant to the provisions of Section 10-2B-14.02(f) of the Code of Alabama.
5. A copy of the written consent signed by the sole shareholder of the corporation is attached hereto as Exhibit "A".

Dated: December 26, 2000.

JAGER & SONS, INC.

By: 
C. Stephen Jager
Its President

Inst # 2000-45290

12/28/2000-45290
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SHELBY COUNTY JUDGE OF PROBATE
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EXHIBIT A

CONSENT TO DISSOLUTION

I, the undersigned, constituting the sole shareholder of Jager & Sons, Inc., do hereby ratify, confirm, and acknowledge my consent to the dissolution of the corporation set forth in the Plan of Liquidation and Shareholder Consent to Dissolution dated February 15, 2000, attached hereto as Exhibit 1, and authorize the president of the Corporation, C. Stephen Jager, to file Articles of Dissolution to cause the corporation to be dissolved of record.

Dated this 26th day of December, 2000.

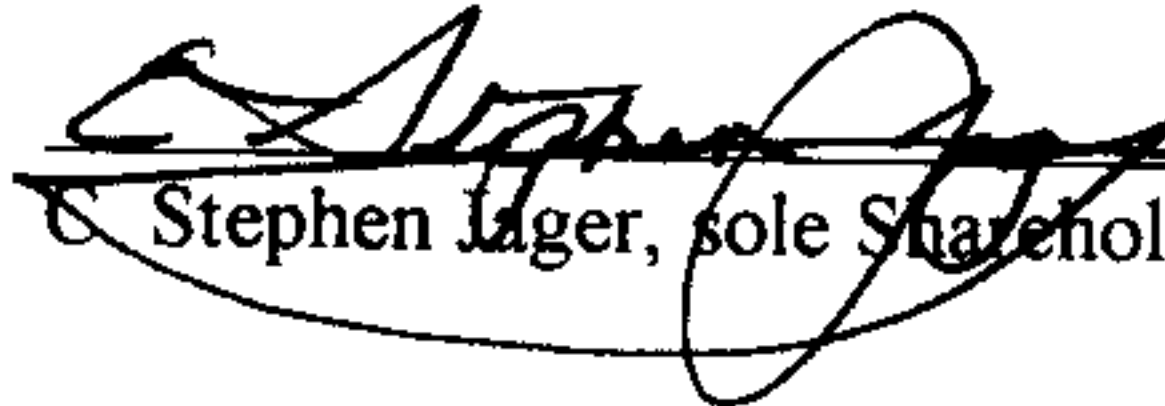

C. Stephen Jager, sole Shareholder

EXHIBIT "1"

ADOPTION OF PLAN OF LIQUIDATION AND SHAREHOLDER CONSENT TO DISSOLUTION

I, C. Stephen Jager, constituting the sole shareholder of Clark Corporation, do hereby adopt the following Plan of Complete Liquidation on this 15th day of February, 2000, and do hereby consent to the dissolution of the corporation:

PLAN OF COMPLETE LIQUIDATION

1. This Plan of Complete Liquidation (the "Plan") is intended to accomplish the complete liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended. To that end, this Plan shall be deemed to authorize such actions by the President of the Corporation as may be necessary or appropriate to insure that liquidation of the Corporation is effected pursuant to said Section.

2. This Plan shall become effective from and after February 15, 2000.

3. If the sale of substantially all of the assets of the Corporation to the Hackney Group, Inc. is consummated, the Corporation shall take appropriate action to effect the complete liquidation of the Corporation, including the marshaling and preserving of the value of the assets of the Corporation and payment of the Corporation's debts, obligations, and liabilities; provided, however, that the final distribution of all assets of the Corporation shall be completed as soon as practical but in no event later than February 14, 2001.

4. The liquidation and distribution of the assets of the Corporation shall be conducted under the supervision of the President of the Corporation which, in his discretion, may take or cause to be taken from time to time all such actions as he deems necessary or desirable to complete the liquidation of the Corporation.

5. As soon as practicable, but in no event later than February 14, 2001, the President of the Corporation is hereby authorized and directed to distribute, or cause to be distributed, all of the assets of the Corporation, subject to any liabilities and obligations of the Corporation, to the sole shareholder of the Corporation, in complete cancellation of his shares. If the President deems it advisable, the distributions may be made, in cash or in kind.

6. The foregoing distributions in complete liquidation shall be in exchange totally for and in complete redemption and cancellation of, and in payment for, all of the outstanding stock of the Corporation, and the sole Shareholder shall, if the

President so determines, surrender his certificate for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificate for cancellation upon receipt of the final distribution herein authorized.

7. The President of the Corporation is hereby authorized and directed to do, or cause to be done, such acts as he deems necessary or desirable to carry out the purposes and intentions of this Plan and to consummate the complete liquidation of the Corporation in accordance herewith, including, without limitation, the following:

(a) the execution of checks, bills of sale, deeds, and instruments of assignment and transfer of the aforesaid assets and properties of the Corporation to the sole Shareholder of the Corporation; and

(b) the preparation, execution, and filing of the final state and federal income tax returns and the payment of such taxes.

8. As soon as practicable after the foregoing distributions have been made, counsel of the Corporation shall file, or cause to be filed, Articles of Dissolution and this Adoption of Plan of Liquidation and Shareholder Consent to Dissolution in the manner prescribed by the Alabama Business Corporation Act. The President of the Corporation is hereby authorized, empowered, and directed to execute all documents necessary in connection with the dissolution of the Corporation.

9. The President of the Corporation is hereby authorized, empowered, and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation of the Corporation and to fully effectuate the purposes of this Plan.

IN WITNESS WHEREOF, I, C. Stephen Jager hereby sign this instrument on this 15th day of February, 2000.


C. Stephen Jager, the sole Shareholder

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