

**WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
Hammett & Associates, Inc.**

AN ALABAMA CORPORATION

The following action is taken by all of the shareholders of Hammett & Associates, Inc. an Alabama Corporation, (the "Corporation"), through this Written Consent and in lieu of holding a special meeting of the Shareholders, pursuant to the provisions of the Code of Alabama, 10-2B-7.04 (1994), the Articles of Incorporation and the Bylaws of the Corporation

1. The following resolution is hereby adopted:

RESOLVED: That the dissolution of the Corporation is hereby approved and the Articles of Dissolution of the Corporation, a copy of which is attached hereto as Exhibit "A", are hereby adopted. The officers of the Corporation are hereby authorized and directed to take all necessary actions to carry out such dissolution.

2. The Secretary is hereby instructed to insert this instrument into the Corporation's minute book.

The foregoing action is consented to, without a meeting, by the shareholders of the Corporation, as evidenced by the execution of this instrument.

The incorporator and sole shareholder and respective address is:

NAME

ADDRESS

Tom Hammett, Jr. 149 Dogwood Trail, Montevallo, AL. 35115
Sole Shareholder and Incorporator

The corporation ceased operations on the 30th day of September, 2002 and will dissolve on the 30th date of December, 2002.

WITNESS, the signature of Tom Hammett, Jr., the President, Sole Shareholder and Incorporator of the corporation, on this the 30th day of December, 2002

Hammett & Associates, Inc.
An Alabama Corporation

By: Tom Hammett, Jr.
Tom Hammett, Jr., President

**ARTICLES OF DISSOLUTION
OF
HAMMETT & ASSOCIATES, Inc.**

Pursuant to Alabama Code 10-2B-14.03 (1994), the undersigned Corporation adopts the following Articles of Dissolution.

FIRST: The name of the corporation is Hammett & Associates, Inc.

SECOND: The dissolution was authorized on September 30, 2002.

THIRD: Dissolution of the Corporation was authorized by written consent of the shareholders of the Corporation, pursuant to Alabama Code 10-2B-14.02 (f) on September 30, 2002, and a true and correct copy of said written consent signed by said shareholders is attached hereto as Exhibit A.

Dated as of DECEMBER 30, 2002.

Hammett & Associates, Inc.

By: William T. Hammett
It's President