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INTENT TO DISSOLVE

D & G GROCERY, INC.

1. Name of corporation:

D & G Grocery, Inc.

2. Names and addresses of stockholders:

James S. Gould
P. O. Box 588
Alabaster, Alabama 35007

James L. Denham
P. O. Box 588
Alabaster, Alabama 35007

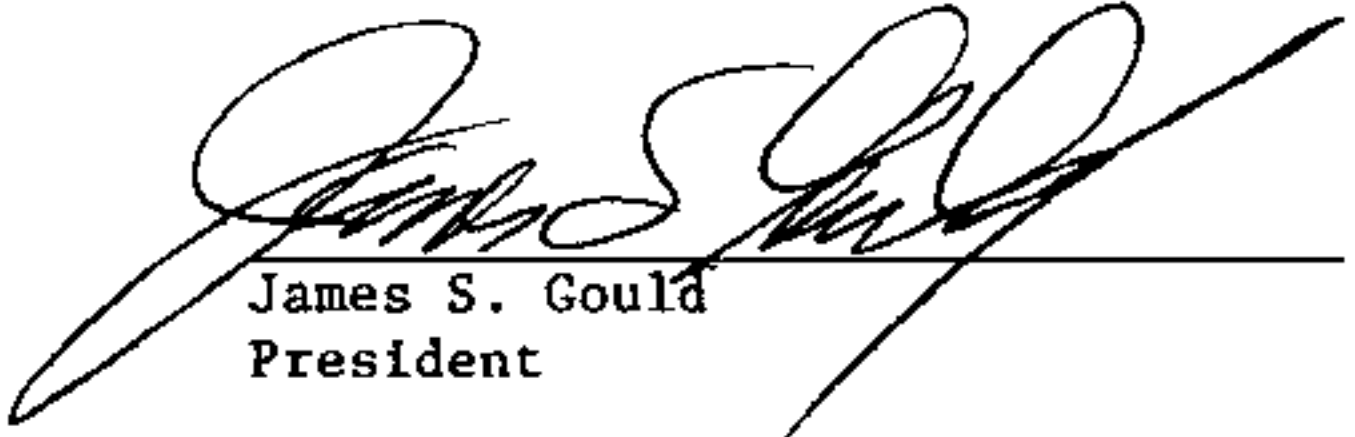
3. Names and addresses of directors:

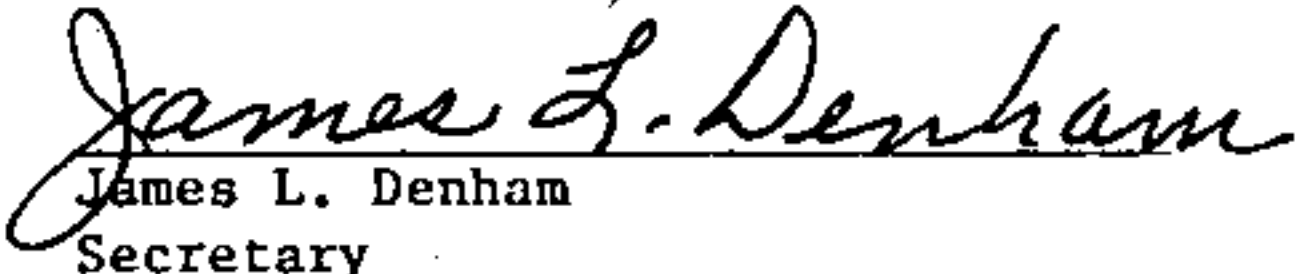
James S. Gould
P. O. Box 588
Alabaster, Alabama 35007

James L. Denham
P. O. Box 588
Alabaster, Alabama 35007

Edna D. Gould
P. O. Box 588
Alabaster, Alabama 35007

4. We hereby certify that a written consent to dissolve has been signed by the stockholders of the corporation.


James S. Gould
President


James L. Denham
Secretary

STATE OF Alabama

COUNTY OF Shelby


I, Jon Ellen Hix, a notary public, do hereby certify that on this 26th day of April, 1982, personally appeared before me James S. Gould, who, being by me first duly sworn, declared that he is the President of D & G Grocery, Inc., that he signed the foregoing document as President corporation, and that the statements therein contained are true.

STATE OF ALABAMA
COUNTY OF SHELBY
NOTARY PUBLIC
JON ELLEN HIX

1982 APR 27 AM 9:34

F. Thomas A. Shreve, Jr.
JUDGE OF PROBATE

Rec. 5.00
Ind. 1.00
6.00


Notary Public

My Commission Expires Nov. 20, 1984

James S. Gould
P.O. Box 588
Alabaster