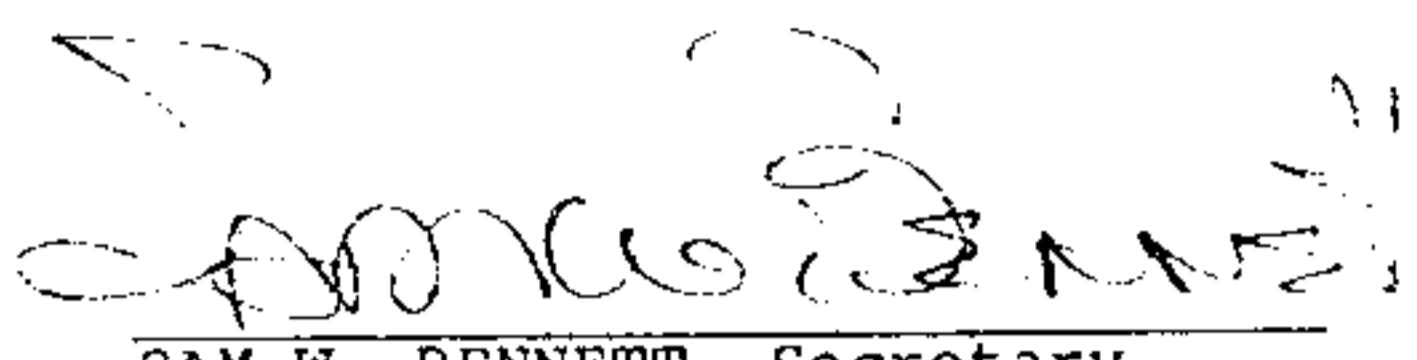


59

CERTIFICATION

I, SAM W. BENNETT, hereby certify that the attached Minutes of Special Joint Meeting of the Stockholders and Board of Directors of Bennett Properties, Inc. are true and correct.

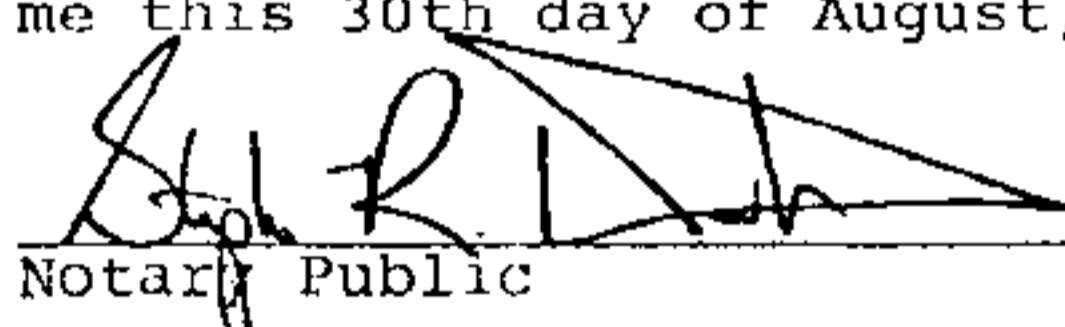


SAM W. BENNETT, Secretary

46 PAGE 507

BOOK

Sworn to and subscribed before
me this 30th day of August, 1982.


Notary Public

MY COMMISSION EXPIRES NOVEMBER 13, 1984



Alabama Title, Inc.

THIS INSTRUMENT WAS PREPARED BY

CHERRY ISOM

1400 CITY NATIONAL BANK BLDG.
BIRMINGHAM, ALABAMA 35203

MINUTES OF SPECIAL JOINT MEETING OF THE
STOCKHOLDERS AND BOARD OF DIRECTORS OF
BENNETT PROPERTIES, INC.

A special joint meeting of the Stockholders and Directors of Bennett Properties, Inc. was held on the 30th day of AUGUST, 1982 at the offices of Leitman, Siegal & Payne, P.A., 425 First Alabama Bank Building, Birmingham, Alabama 35203, at 10:00 A.M.

Sam W. Bennett, Sharon Gay Bennett Dyar and Robert O. Driggers were present in person. Sam W. Bennett presided as Chairman and Sharon Gay Bennett Dyar acted as Secretary of the meeting. The following business was transacted:

16 PAGE 508
BOOK

1. ACCEPTANCE OF RESIGNATIONS: The resignation of Sharon Gay Bennett Dyar and Robert O. Driggers as officers and directors of the company were accepted effective immediately.

2. ELECTION OF SOLE DIRECTOR: Upon motion duly made and seconded, the following resolution was unanimously adopted by Sam W. Bennett, the sole stockholder:

RESOLVED: That Sam W. Bennett is hereby elected as sole Director of the corporation.

3. ELECTION OF OFFICERS: Upon motion duly made and seconded, the following resolution was unanimously adopted by the sole Director:

RESOLVED: That Sam W. Bennett is hereby elected as President and Secretary of the corporation.

4. AUTHORIZATION OF SETTLEMENT: A proposed Settlement Agreement was reviewed by the sole Stockholder and Director of the corporation, and upon motion duly made and seconded, the following resolution was unanimously adopted by the sole Stockholder and Director:

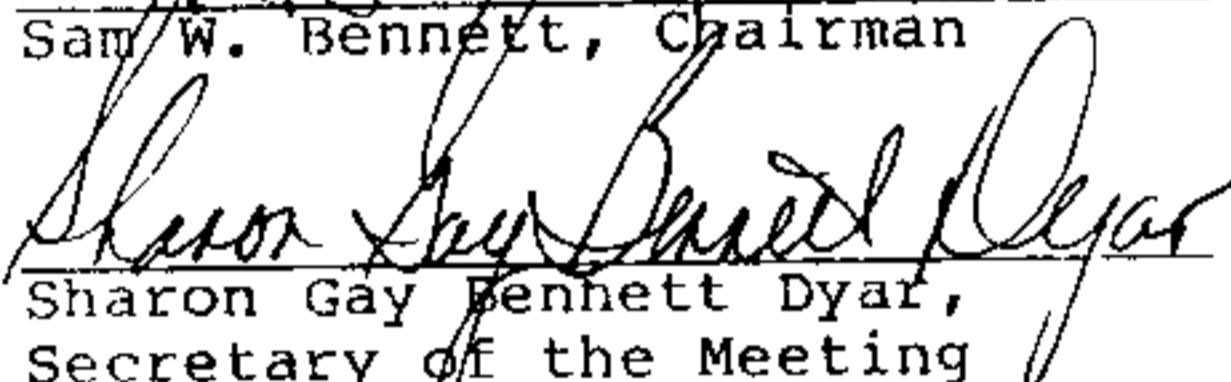
RESOLVED: That it is in the best interest of the corporation to enter into that certain Settlement Agreement between Birmingham Trust National Bank and Sam W. Bennett, Sam Bennett Realty & Development Co., Inc., Bennett Properties, Inc. and Belandco, Inc.

Carolina Cutts, Inc.

FURTHER RESOLVED: That the corporation approves the form and substance of the Settlement Agreement and hereby deems it in the best interest of the company that the same be executed and for the purposes thereof, hereby authorizes Sam W. Bennett, President of the company, to execute the same as and for the act of the corporation and to also execute any and all other documents as he may deem appropriate to carry out the transactions contemplated by the Settlement Agreement.

There being no further business to come before the meeting, the same was duly adjourned.


Sam W. Bennett, Chairman

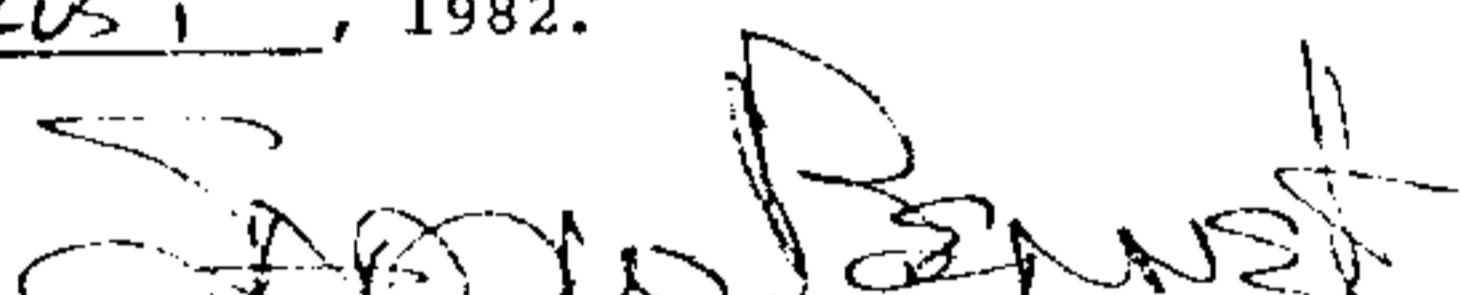

Sharon Gay Bennett Dyar,
Secretary of the Meeting

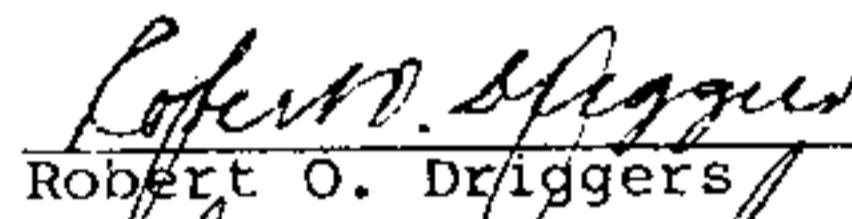
46 PAGE 509
BOOK

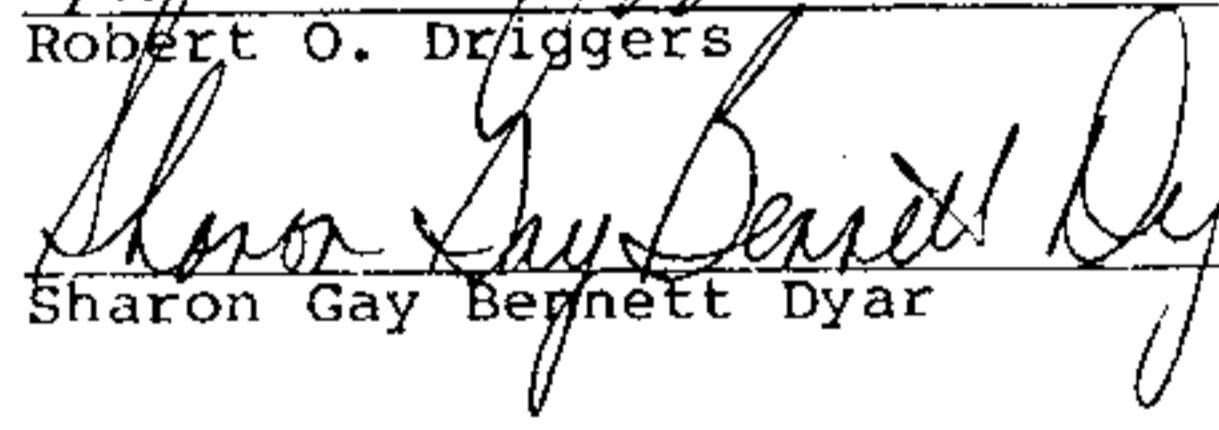
WAIVER OF NOTICE

We, the undersigned, constituting all of the Stockholders and Directors of Bennett Properties, Inc., do hereby waive notice of the time, place and purpose of the special joint meeting of the Stockholders and Board of Directors to be held on the 30th day of August, 1982, at the offices of Leitman, Siegal & Payne, P.A., in Birmingham, Alabama, and we consent to the transaction of such business as may properly come before said meeting.

This the 30th day of August, 1982.


Sam W. Bennett


Robert O. Driggers

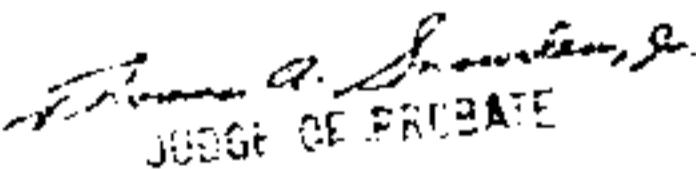

Sharon Gay Bennett Dyar

46 PAGE 510
BOOK

CLERK OF ALA. SHELBY CO.
CERTIFY THIS
THAT THIS DEED WAS FILED

1982 SEP -1 PM 2:37

Rec. 6.00
Ind. 1.00
7.00


JAMES A. SMITHERMAN, JR.
JUDGE OF PROBATE