

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 10-2A-190 OF THE CODE OF ALABAMA
OF
The Green Scene, Inc.

Pursuant to the provision of Section 10-2A-190 of the Code of Alabama, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is The Green Scene, Inc.

SECOND: A statement of intent to dissolve the corporation was filed by the Secretary of State of Alabama on the 29 day of December, 1982, pursuant to the provisions of Section 10-2A-183 of the Code of Alabama.

THIRD: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

FOURTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

FIFTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

Dated this 29 day of December, 1982.

The Green Scene, Inc.

By: Jack L. Shelton

Its President

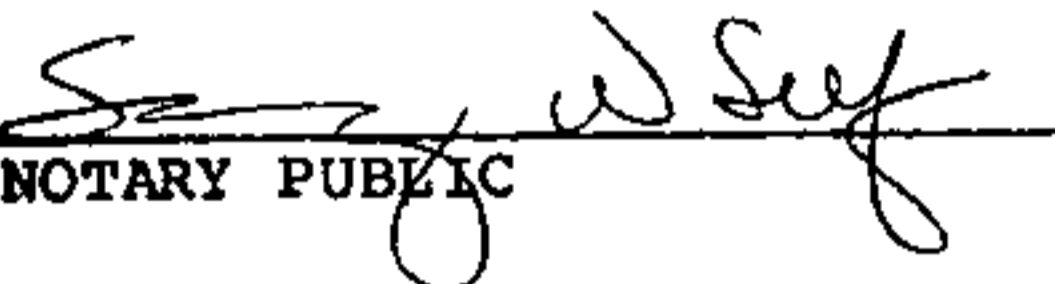
and: Norman R. Wilson

Its Secretary

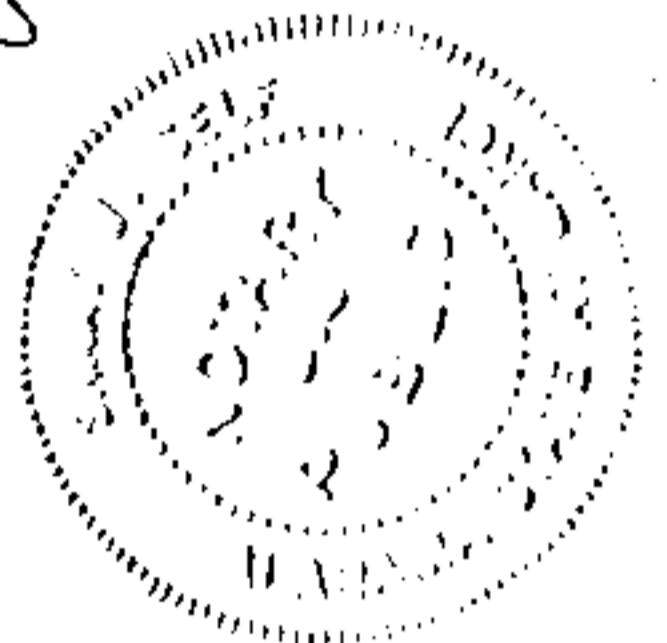
Jack L. Shelton

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public, do hereby certify that on this 24 day of December, 1982, personally appeared before me Jack L. Shelton and Norman R. Wilson, who, being by me first duly sworn, declared that they are the President and Secretary of The Green Scene, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true and correct to the best of their knowledge.


NOTARY PUBLIC

COMMISSION EXPIRES JANUARY 14, 1984



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BOOK

ASSIGNMENT

In complete satisfaction of the rights of each of its shareholders and in consideration for the assumption of its liabilities by such shareholders (to the extent of its property received by each of them pursuant to its liquidation), the undersigned does hereby assign, transfer, and convey all of its right, title, and interest in and to all of its property, both real and personal, tangible and intangible, whether known or unknown, to its shareholders as follows: Jack L. Shelton and Norman R. Wilson. Each hold said interest as tenants in common having the same interest in the assets as they had in corporation.

Executed on the 29 day of December, 1982, at Pelham, Alabama.

The Green Scene, Inc.

By:

Jack R. L. Shelton
Norman R. Wilson

ASSUMPTION OF LIABILITIES OF

The Green Scene, Inc.

The undersigned shareholders of The Green Scene, Inc., an Alabama corporation, hereby assume and agree to discharge the known liabilities and obligations of the corporation not in fact discharged or otherwise adequately provided for in the liquidation of the corporation, but only to the extent of the property and assets distributed to each by the corporation pursuant to the liquidation of the corporation.

Jack L. Shelton
Jack L. Shelton

Norman R. Wilson
Norman R. Wilson

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BOOK

SHAREHOLDERS' AGREEMENT FOR DISSOLUTION
OF
The Green Scene, Inc.

WHEREAS, the undersigned, being all of the holders of all of the capital stock of The Green Scene, Inc. , a corporation organized under the laws of the State of Alabama, have determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved, now therefore, be it:

1. RESOLVED, that the shareholders of The Green Scene, Inc., hereby agree to the dissolution of the corporation.

2. RESOLVED FURTHER, that the officers and directors of The Green Scene, Inc. , are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto.

3. RESOLVED FURTHER, that the officers and directors of The Green Scene, Inc. , are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, Jack L. Shelton and Norman R. Wilson in cash or in kind or other plan of distribution, according to their respective rights and interests.

4. RESOLVED FURTHER, that the officers and directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of The Green Scene, Inc. , or on behalf of the corporation, including U.S. Treasury Department Form 966.

5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

EXECUTED on the 29 day of December , 1982, at Pelham, Alabama.

Jack L. Shelton
Jack L. Shelton

Samuel D. Self
Witness

Barbara Self
Witness

Norman R. Wilson
Norman R. Wilson

Samuel D. Self
Witness

Barbara Self
Witness

Witness

Witness

Witness

Witness

State of Alabama

SHELBY

County

 CERTIFICATE OF DISSOLUTION

OF

THE GREEN SCENE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of THE GREEN SCENE, INC., duly signed and verified pursuant to the provisions of Section _____ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of DISSOLUTION of THE GREEN SCENE, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 29th day of DECEMBER, 19 82



1982 DEC 29 AM 11:26

Thomas A. J. J. J.

Judge of Probate