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MINUTES OF SPECIAL CALLED MEETING OF THE BOARD OF DIRECTORS OF RAYDON CONSTRUCTION COMPANY, INC.

A special called meeting of the Board of Directors of Raydon Construction Company, Inc. was held on the 3/1/2 day of December, 1985, at 10:00 A.M. at the offices of the corporation, 2105 Old Montgomery Highway, Pelham, Alabama 35124, after notice was given to all members of the Board of Directors.

The following directors were present, constituting all of the directors, namely: Donald Ray Bailey, Donald Ray Murphy, Barbara Ann Bailey and Martha Ann Murphy.

Donald Ray Bailey presided as Chairman of the meeting and Donald Ray Murphy served as Secretary.

The Chairman stated that the purpose of the meeting was to discuss the advisability of dissolving the corporation. A motion was then made by Donald Ray Murphy and seconded by Barbara Ann Bailey that the corporation be dissolved. There was a call for discussion. Marthan Ann Murphy then called for the vote, which was as follows: Donald Ray Bailey - aye; Donald Ray Murphy - aye; Barbara Ann Bailey - aye; and Martha Ann Murphy - aye.

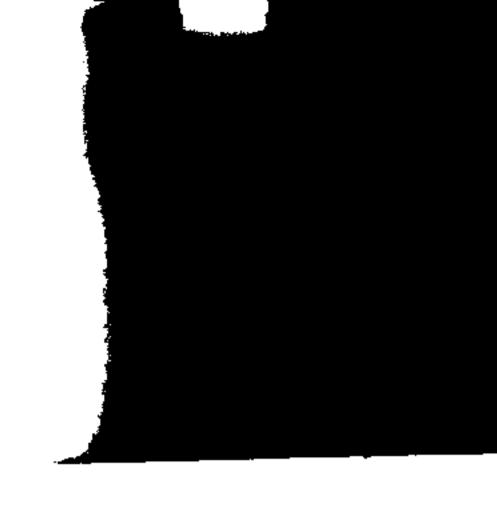
There being no further discussion, Donald Ray Murphy made a motion that the meeting be adjourned, which motion was seconded by Barbara Ann Bailey. The vote on that motion was as follows: Donald Ray Bailey - aye; Donald Ray Murphy - aye; Barbara Ann Bailey - aye; and Martha Ann Murphy - aye.

Donald Ray Murphy, Secretary

APPROVED:

Donald Ray Baikey, Chayrman

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There being no further discussion, Donald Ray Murphy made a motion that the meeting be adjourned, which motion was seconded by Barbara Ann Bailey. The vote on that motion was as follows: Donald Ray Bailey - aye; Donald Ray Murphy - aye; Barbara Ann Bailey - aye; and Martha Ann Murphy - aye.

Donald Ray Murchy, Secretary

APPROVED:

Donald Ray Bailey Chairman

MINUTES OF SPECIAL CALLED MEETING OF THE BOARD OF DIRECTORS OF RAYDON COMSTRUCTION COMPANY, INC.

A special called meeting of the Board of Directors of Raydon Construction Company, Inc. was held on the 30% day of December, 1985, at 10:00 A.M. at the offices of the corporation, 2105 Old Montgomery Highway, Pelham, Alabama 35124, after notice was given to all members of the Board of Directors.

The following directors were present, constituting all of the directors, namely: Donald Ray Bailey, Donald Ray Murphy, Barbara Ann Bailey and Martha Ann Murphy.

Donald Ray Bailey presided as Chairman of the meeting and Donald Ray Murphy served as Secretary.

The Chairman stated that the purpose of the meeting was to discuss the advisability of dissolving the corporation. A motion was then made by Donald Ray Murphy and seconded by Barbara Ann Bailey that the corporation be dissolved. There was a call for discussion. Marthan Ann Murphy then called for the vote, which was as follows: Donald Ray Bailey - aye; Donald Ray Murphy - aye; Barbara Ann Bailey - aye; and Martha Ann Murphy - aye.

There being no further discussion, Donald Ray Murphy made a motion that the meeting be adjourned, which motion was seconded by Barbara Ann Bailey. The vote on that motion was as follows: Donald Ray Bailey - aye; Donald Ray Murphy - aye; Barbara Ann Bailey - aye; and Martha Ann Murphy - aye.

Donald Ray Murphy, Secretary

APPROVED:

Donald Ray Bailey, Chairman

STATE OF ALA. SHELRY CO.

I CERTIFY THIS

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