

STATE OF ALABAMA

SHELBY COUNTY

1140

SHAREHOLDERS AGREEMENT FOR DISSOLUTION
OF
COGENIX, INC.

WHEREAS, the undersigned being all of the holders of all of the capital stock of CoGenix, Inc., a corporation organized under the laws of the State of Alabama, having 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 CoGenix, Inc. hereby agree to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and Directors of CoGenix, 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 CoGenix, 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, in cash or in kind, 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 an federal, state, or local government in connection with or by reason of the liquidation and dissolution of CoGenix, 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 25th day of NOVEMBER, 1985, at SHALBY COUNTY, ALA.

WITNESS:

Kim Temple

Kenneth Leichhardt
TRIDON GROUP, INC. -
KENNETH LEICHHARDT

Kim Temple

C. Dwight Brisendine
C. DWIGHT BRISENDINE

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

COGENIX, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of COGENIX, INC., duly signed and verified pursuant to the provisions of Section 10-2A-191 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 COGENIX, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 21st day of MARCH, 1986.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 MAR 21 AM 8:58

THOMAS A. BROWDER, JR.
JUDGE OF PROBATE

Thomas A. Browder, Jr.

Judge of Probate

Rec. 500

100

600

