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CERTIFIED COPY OF CORPORATE RESOLUTION

I, the undersigned, being Secretary of that certain California corporation entitled Araucanian, Incorporated do hereby certify that the following is a true and correct copy of a resolution adopted at a meeting of the Board of Directors of said corporation held on December 27, 1985; that said meeting was duly and properly called and was attended by a legal quorum of the Board of Directors; that said resolution was duly introduced, seconded, and unanimously adopted by all of the directors present and has not been rescinded, recalled, altered, or amended, and is still in force and effect:

"BE IT RESOLVED:

1. The Board of Directors hereby authorizes and approves the liquidation of the corporation and any and all necessary or appropriate acts or actions with respect to the liquidation. This authorization and approval encompasses and includes, but is not limited to, the filing of any and all appropriate or required forms with the State of California, the Commissioner of Corporations, the Secretary of State of the State of California, the Franchise Tax Board, or the Internal Revenue Service.
2. The Board of Directors hereby authorizes the transfer of any and all property, including real property, owned by the corporation, to the sole shareholder of the corporation, Gerald L. Schulman. The Board of Directors also approves the cancellation of any acquisition indebtedness incurred upon acquiring any or all property owned by the corporation. The Board of Directors also authorizes the execution and/or recording of a deed or other instrument transferring title or ownership of any property owned by the corporation to Gerald L. Schulman.
3. Without limiting the generality of the foregoing, the Board of Directors, hereby authorizes the execution, filing, and recording of a deed from Araucanian, Incorporated, a California corporation, Gerald L. Schulman, a married man, with respect to the following real estate:

The Southeast corner of the Southwest Quarter of Southwest Quarter of Section 15, Township 20, South, Range 3 West, Shelby County, Alabama; commonly known as: Alabama Highway 261/County Highway 52, Helena, Alabama.

4. Without limiting the generality of the foregoing, the Board of Directors hereby authorizes the execution, filing, and recording of an assignment of lease initially entered into on November 6, 1980; by and between Robinwood, Inc., as Lessor, and the United States Postal Service. The

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*John*

assignment of the lease is between Araucanian, Incorporated and Gerald L. Schulman. The assignment of lease is in and to the following described real estate situated in Shelby County, State of Alabama, to wit:

The Southeast corner of the Southwest Quarter of Southwest Quarter of Section 15, Township 20, South, Range 3 West, Shelby County, Alabama; commonly known as: Alabama Highway 261/County Highway 52, Helena, Alabama.

THUS DONE AND SIGNED over the seal of the corporation at North Hollywood, California, effective as of December 27, 1985.

*Sara N. Bergquist*  
SARA N. BERGQUIST  
SECRETARY



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

1986 MAY -2 PM 1:56

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

1. Deed Tax	\$	_____
2. Mtg. Tax		_____
3. Recording Fee		<u>500</u>
4. Indexing Fee		<u>100</u>
TOTAL		<u>600</u>