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ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 103 OF THE
ALABAMA BUSINESS CORPORATION ACT

McNALLY & ASSOCIATES, INC.

Pursuant to the provisions of Section 103 of the Alabama Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is McNally & Associates, Inc.

SECOND: A statement of intent to dissolve the corporation was filed with Judge of Probate, Shelby County on November 25, 1987, pursuant to the provisions of Section 94 of the Alabama Business Corporation Act.

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

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

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.

Date November 25, 1987

By William F. McNally
Its President

and Gayle L. McNally
Its Secretary

STATE OF Alabama
COUNTY OF Shelby

I, Donna Martin, a notary public, do hereby certify that on this 25 day of Nov., 1987, personally appeared before me William F. McNally & Gayle L. McNally, who, being by me first duly sworn, declared that he is the PRESIDENT & SECRETARY of McNALLY & ASSOCIATES, INC., that he signed the foregoing document as PRESIDENT & SECRETARY of the corporation, and that the statements therein contained are true.

Donna Martin
Notary Public

[Notarial Seal]

My commission expires 8/25/90

Stockholders' Consent to a Plan of
Complete Liquidation and Certificate of Dissolution

THE UNDERSIGNED, being the sole stockholders of _____
a corporation created and existing under and by virtue of the laws
of the State of Alabama, deeming it advisable and most for the
interests of said corporation that the same should forthwith be
dissolved, hereby unanimously consent to the dissolution of said
corporation, as provided for by the Law of the State of Alabama, and
do sign this consent to the end that it may be filed in the office
of the Secretary of State of the State of Alabama, as provided by
law.

<u>STOCKHOLDERS</u>	<u>NUMBER OF SHARES</u>
William F. McNally	1000
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

WITNESS:

NAME

DATE

ADDRESS

WITNESS:

NAME

DATE

ADDRESS

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Certificate of President
To List of Stockholders

I, the President of McNally & Associates, Inc.

in accordance with the requirements of the Law of the State of Alabama
and in order to obtain the dissolution of said corporation, as pro-
vided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The above list of signatures constitutes all the owners of
stock in the corporation.

William F. McNally
President

November 25, 1987

Date

BE IT REMEMBERED, that on this 25 day of Nov., 1987,
personally came before me, a Notary Public at large for the State of
Alabama, Shelby County, President of said
corporation, a corporation of the state of Alabama, the corporation
described in the foregoing certificate, known to me personally to be
such, and he, as such President duly executed such certificate before
me and acknowledged the said certificate to be his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.

Donna Martin
Notary Public

My Commission Expires: 8/25/90

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

McNALLY & ASSOCIATES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of McNALLY & ASSOCIATES, 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 McNALLY & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 25th day of NOVEMBER, 19 87.

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

1987 NOV 25 AM 11:50

Thomas A. Snowden Jr.
JUDGE OF PROBATE

Thomas A. Snowden Jr.
Judge of Probate

RECORDING FEES

Recording Fee \$ 5.00

Index Fee 1.00

TOTAL \$ 6.00