STATEMENT OF INTENT TO DISSOLVE

VISIONS UNLIMITED, INC.

BY WRITTEN CONSENT OF THE SHAREHOLDERS

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama, the undersigned corporation submits the following Statement of Intent to Dissolve the corporation upon written consent of all its shareholders:

FIRST: The name of the corporation is "Visions Unlimited, Inc." (the "Corporation").

SECOND: The names and the respective addresses of its officers are:

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<u>Name</u>	<u>Office</u>	<u>Address</u>
James L. King	President	3438 Indian Lake Drive Helena, Alabama 35080
James N. Long	Vice President	625 - 24th Court, N. W. Birmingham, Alabama 35215
Larry S. Dillard	Secretary	2432 Vale Drive Birmingham, Alabama 35244
James L. King	Treasurer	3438 Indian Lake Drive Helena, Alabama 35080

THIRD: The names and respective addresses of its directors are:

<u>Name</u>

<u>Address</u>

James L. King

3438 Indian Lake Drive Helena, Alabama 35080

Larry S. Dillard

2432 Vale Drive Birmingham, Alabama 35244

John Ferree

12816 North 78th Street Scottsdale, Arizona 85260

FOURTH: The following written consent to dissolution of the Corporation has been signed by all of the shareholders of the Corporation:

We, James N. Long, Larry S. Dillard, John Ferree, Robert R. Armstrong, Jr., W. F. Ferree and James L. King, the owners of all of the outstanding capital stock of Visions Unlimited, Inc., do hereby consent in writing to the dissolution of Visions Unlimited, Inc.

DATED this 10 th day of Seconder, 1988.

ATTEST:

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VISIONS UNLIMITED, INC.

Larry S. Dflard, Secretary

James L. King, President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a notary public, do hereby certify that on this day of _______, 1988, personally appeared before me James L. King and Larry S. Dillard, who, being by me first duly sworn, declared that they are President and Secretary, respectively, of Visions Unlimited, Inc.,

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that they signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true and correct.

(NOTARIAL SEAL)

Notary Public

My Commission Expires: 6-31-92

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JUDGE OF FREEALT

Jud 1.00 6.00