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This instrument was prepared by
G. BURNS PROCTOR, JR.
1100 Park Place Tower
BIRMINGHAM, ALABAMA 35203

**STATEMENT OF INTENT TO DISSOLVE
NEW LIFE UNDERWRITERS CORP.
BY WRITTEN CONSENT OF SHAREHOLDERS**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of Section 10-2A-181, Code of Alabama (1975), the undersigned corporation submits the following statement of intent to dissolve by written consent of its shareholders:

1. The name of the corporation is New Life Underwriters Corp.

2. The names and respective addresses of its officers are:

Robert K. Williams - President

2032 Valleydale Road
Birmingham, AL 35244

Kelli S. Brasher - Secretary

2032 Valleydale Road
Birmingham, AL 35244

3. The name and address of its director are:

Robert K. Williams

2032 Valleydale Road
Birmingham, AL 35244

4. The consent to the dissolution of said corporation, which appears hereinbelow, has been signed by all stockholders of the corporation.

DATED this 1st day of December, 1989.

NEW LIFE UNDERWRITERS CORP.

By

[Signature]
President

By

Kelli S. Brasher
Secretary

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned notary public in and for said county in said state, hereby certify that on this date personally appeared before me Robert K. Williams, who, being by me first duly sworn, acknowledged and verified that he is President of New Life Underwriters Corp., an Alabama corporation, that he signed the foregoing Statement of Intent to Dissolve as President of said corporation as the

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act and deed of said corporation, and that the statements therein contained are true.

Witness my hand and official seal this 15th day of December, 1989.

Vicki Langston
Notary Public

My Commission Expires: My commission expires 11-12-91

CONSENT OF ALL SHAREHOLDERS TO DISSOLUTION

The undersigned, being the owners of all the issued and outstanding capital stock of New Life Underwriters Corp., an Alabama corporation, hereby consent to the dissolution of said corporation.

EXECUTED as of December 8, 1989.

Robert K. Williams
Robert K. Williams

Grady W. Leach, III
Grady W. Leach, III

Janie L. Domokos
Janie L. Domokos

Kelli S. Brasher
Kelli S. Brasher

Vicki L. Langston
Vicki L. Langston

K. L. Williams
K. L. Williams

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

89 DEC 28 AM 9:02

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 5.00
Jud 3.00
8.00