STATEMENT OF INTENT TO DISSOLVE McINTOSH & COX, INC.

Pursuant to Section 10-2A-181, Code of Alabama, 1975, the undersigned submits the following Statement of Intent to Dissolve McIntosh & Cox, Inc., an Alabama corporation (the "Corporation") upon the written consent of all of the shareholders of the Corporation:

1. The name of the Corporation is:

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McIntosh & Cox, Inc.

2. The names and respective addresses of the officers of the Corporation are:

<u>Name</u>	<u>Office</u>	Address
Donald A. Cox	President	118 Forest Parkway Montevallo, Alabama 35115
Jeffrey A. McIntosh	Vice President	6430 Clay Palmerdale Road Pinson, Alabama 35126
Terri L. Cox	Secretary	118 Forest Parkway Montevallo, Alabama 35115

3. The names and respective addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Donald A. Cox	118 Forest Parkway Montevallo, Alabama 35115
Terri L. Cox	118 Forest Parkway Montevallo, Alabama 35115
Jeffrey A. McIntosh	6430 Clay Palmerdale Road Pinson, Alabama 35126

4. A true and correct copy of the written consent signed by all of the shareholders of the Corporation is attached hereto and incorporated herein by reference.

BALCH & BINGHAM
ATTORNEYS AND COUNSELORS
POST OFFICE BOX 306
BIRMINGHAM, ALABAMA 35201

1997	of the shareholders of the Corporation or signed in their names by their respective attorneys
	thereunto duly authorized.
	Dated this Alay of Seconder , 1989.
	ATTEST: McINTOSH & COX, INC.
(Secretary By: By: Secretary By: Secretary
	STATE OF ALABAMA) SS: COUNTY OF JEFFERSON)
	Donald A. Cox, as President of McIntosh & Cox, Inc., being first duly sworn on oath deposes and says that he is the President of McIntosh & Cox, Inc.; that, as President, he is duly authorized to sign the foregoing Statement of Intent to Dissolve; that he has read the foregoing Statement and attached Consent to Dissolution by the Shareholders; that he knows the contents therein; and that the same are true.
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800%	
	Susan C. Williams Notary Public
	at a memoral coins Excitos May 1, 1577

The statement of written consent by all of the shareholders has been signed by all

5.

My Commission Expires: _

Lois S. Woodward

Balch & Bingham P. O. Box 306

(205) 251-8100

This Instrument was Prepared By:

505 North 20th Street, 6th Floor

Birmingham, Alabama 35203

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CONSENT OF THE SHAREHOLDERS TO DISSOLVE McINTOSH & COX, INC.

The undersigned, being the shareholders of McIntosh & Cox, Inc., an Alabama corporation (the "Corporation"), deem it advisable and in the best interests of the Corporation that the same be dissolved, and do hereby consent to the dissolution of the Corporation, as provided in Section 10-2A-181, Code of Alabama, 1975; and do hereby authorize, direct and empower Donald A. Cox and Terri L. Cox, as respective President and Secretary of the Corporation, to do, or cease to be done, all acts, and to execute, deliver and perform any and all documents, agreements and instruments, with such changes, modifications and amendments as they, in their sole discretion, deem necessary or appropriate to effectuate and consummate the dissolution of the Corporation; and the shareholders do hereby approve, ratify and confirm in advance all actions taken by such officers in connection with the foregoing; and do hereby duly execute this Consent so that it may be filed in the Office of the Judge of Probate, as provided by law.

IN WITNESS WHEREOF, we have set our hands this 24 day of 1989.

STATE OF ALA. SHELBY CG.

90 JAN 12 PM 2: 01

JUDGE OF PROBATE

100 12 1441

INSTRUMENT WAS FILED