

STATEMENT OF INTENT TO DISSOLVE
A AUTO LEASING, INC.

The President and Secretary of A Auto Leasing, Inc., pursuant to Code of Alabama Sec. 10-2A-181 (1975), hereby move to voluntarily dissolve by consent of the shareholders A Auto Leasing, Inc. This statement is supported by the following:

1. The name of the corporation is A Auto Leasing, Inc.
2. The names and respective addresses of its officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Matthews, President	6606 Cahaba Valley Road Birmingham, Alabama 35238
Cynthia M. Davidson, Vice President	6606 Cahaba Valley Road Birmingham, Alabama 35238
Alice I. Matthews, Secretary/Trea.	6606 Cahaba Valley Road Birmingham, Alabama 35238


3. The names and respective addresses of its directors are as follows:

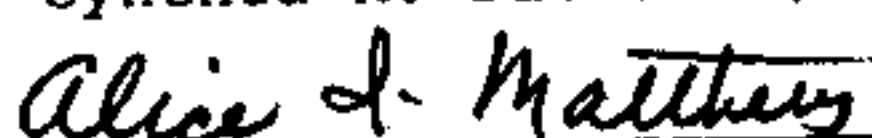
<u>NAME</u>	<u>ADDRESS</u>
Charles W. Matthews, President	6606 Cahaba Valley Road Birmingham, Alabama 35238
Cynthia M. Davidson, Vice President	6606 Cahaba Valley Road Birmingham, Alabama 35238
Alice I. Matthews, Secretary/Trea.	6606 Cahaba Valley Road Birmingham, Alabama 35238

4. The written consent to dissolve A Auto Leasing, Inc. that is attached hereto as Exhibit "A" has been voluntarily and unanimously executed and signed by all of the corporation's directors, officers and shareholders as a duly authorized act of the corporation.

IN WITNESS WHEREOF, the President, Vice President, Secretary/Treasurer of A Auto Leasing, Inc. have caused this instrument to be executed for A Auto Leasing, Inc. this the 30th day of December, 1991.



Charles W. Matthews, President


Cynthia M. Davidson, Vice President

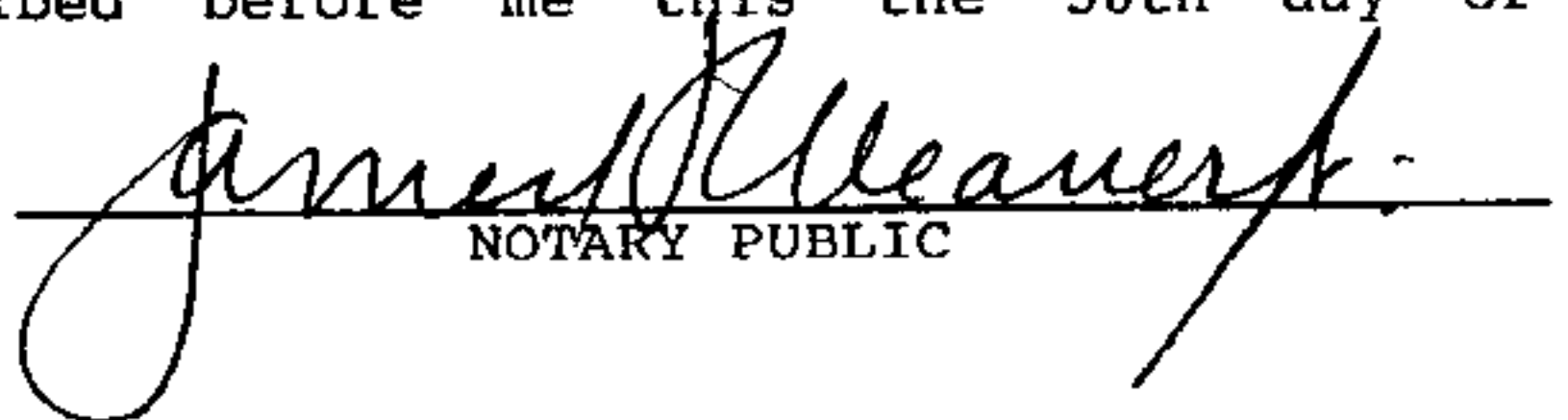

Alice I. Matthews, Secretary/Treasurer

STATE OF ALABAMA
JEFFERSON COUNTY

I, Charles W. Matthews, do hereby certify that all of the statements in the foregoing instrument are true and correct, that the Statement of Intent to Dissolve A Auto Leasing, Inc. were adopted by the shareholders of the corporation as described in the foregoing instrument, that Cynthia M. Davidson signed the foregoing instrument as Vice President.


Charles W. Matthews, President

Sworn to and subscribed before me this the 30th day of December, 1991.


NOTARY PUBLIC

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EXHIBIT "A"

STATE OF ALABAMA

JEFFERSON COUNTY

WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLVE
A AUTO LEASING, INC.

The President, Vice President, Secretary/Treasurer of A Auto Leasing, Inc., being all of the directors, officers and shareholders of the corporation, hereby voluntarily consent and unanimously agree to execute this written agreement and adopt the same as the written consent of Shareholders to Dissolve A Auto Leasing, Inc.

It is signed by all of the corporation's directors, officers and shareholders as a duly authorized act of the corporation.

IN WITNESS WHEREOF, the shareholders and the directors of A Auto Leasing, Inc. have caused this instrument to be executed this 30th day of December, 1991.

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

92 JAN -2 AM 11:27

Judge of Probate

SHAREHOLDERS AND DIRECTORS

Charles W. Matthews
Charles W. Matthews

Cynthia M. Davidson
Cynthia M. Davidson

Alice I. Matthews
Alice I. Matthews