

STATE OF ALABAMA)
SHELBY COUNTY)

595-

ARTICLES OF DISSOLUTION

KNOW ALL MEN BY THESE PRESENTS: That Famous Ted, Inc. (the "Parent Corporation") and Success III, Inc. (herein the "Subsidiary Corporation") are hereby filing these Articles of Dissolution of the Subsidiary Corporations pursuant to Section 10-2A-181.1 Alabama Code 1975 as amended; accordingly the following information is provided:

1. The Subsidiary Corporation is solvent and is solely owned by the Parent Corporation.

2. All of the rights and properties of the Subsidiary Corporation are to be transferred to the Parent Corporation and all of the liabilities and duties of the Subsidiary Corporation are to be assumed by the Parent Corporation pursuant to Alabama Code Section 10-2A-181.1 1975 as amended.

3. The names and addresses of the corporations involved in this dissolution, transfer and assumption are as follows:

(a) The Parent Corporation, Famous Ted, Inc., 709 Twin Branch Circle, Birmingham, Alabama 35226.

(b) The Subsidiary Corporation, Success III, Inc., 709 Twin Branch Circle, Birmingham, Alabama 35226.

4. Attached hereto are copies of Resolutions of the Boards of Directors of the Parent Corporation and the Subsidiary Corporation approving the dissolution, transfer and assumption as set forth herein.

5. The dissolution of the Subsidiary Corporation and the

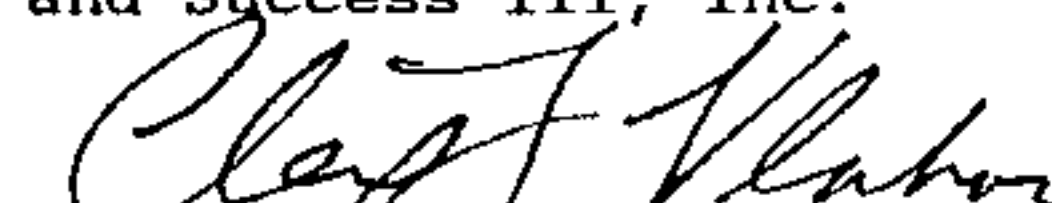
BOOK 046 PAGE 146

James F. Buford III

transfers to and assumptions by the Parent Corporation shall be effective December 31, 1991.

IN WITNESS WHEREOF, the undersigned, Theodore J. Vlahos, as President of the Parent Corporation and also as President of the Subsidiary Corporation, under the authority of the attached Board of Directors Resolutions, has hereunto set his hand and seal this 30 day of December 1991.


Theodore J. Vlahos
President of Famous Ted, Inc.
and Success III, Inc.


Alex T. Vlahos
Secretary/Treasurer of Famous
Ted, Inc. and Success III,
Inc.

VERIFICATION

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County in said State, do hereby certify that on this 70 day of December, 1991 personally appeared before me THEODORE J. VLAHOS and ALEX T. VLAHOS, who being first duly sworn, declare that they are the President and Secretary/Treasurer, respectively of Famous Ted, Inc., and Success III, Inc., that they signed the foregoing document as such officers of the corporations and that the statements contained therein are true.



Notary Public

My Commission Expires: 3.1.94

MINUTES OF THE SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF
FAMOUS TED, INC., SUCCESS II, INC., SUCCESS III, INC.,
SUCCESS IV, INC., SUCCESS V, INC., SUCCESS VI, INC.
AND SUCCESS VII, INC.

A special meeting of the Boards of Directors of Famous Ted, Inc., Success, II, Inc., Success III, Inc., Success IV, Inc., Success V, Inc., Success VI, Inc. and Success VII, Inc. was held at the offices of the corporations in Birmingham, Alabama on December 30, 1991.

Those present were as follows, Theodore J. Vlahos, Director and President; Alex T. Vlahos, Secretary/Treasurer and Director; and Phil Noto, Vice-President and Director. The foregoing individuals comprised all of the officers and directors of all corporations.

046 PAGE 149
BUCK
Theodore J. Vlahos acted as Chairman of the meeting and indicated that Success II, Inc., Success III, Inc., Success IV, Inc., Success V, Inc., Success VI, Inc. and Success VII, Inc. were not doing any business, had no assets or liabilities and needed to be dissolved by Famous Ted, Inc. taking transfer all of their assets (if any) and assuming all of their liabilities (if any).

After discussion, and upon motion duly made and seconded it was,

RESOLVED, that Success II, Inc., Success III, Inc., Success IV, Inc., Success V, Inc., Success VI, Inc. and Success VII, Inc. be dissolved by filing Articles of Dissolution with the Judges of Probate of Jefferson and Shelby Counties as appropriate and that Famous Ted, Inc. would take a transfer of all assets of such

Success corporations (if any) and assume all liabilities and obligations of such Success corporations (if any).

There being nothing further to come before the meeting, upon motion duly made and seconded, the same was adjourned.


Alex T. Vlahos
Secretary

By our signatures hereto, we, the undersigned, THEODORE J. VLAHOS, ALEX T. VLAHOS and PHIL NOTO being all of the officers and directors of Famous Ted, Inc. and Success II, Inc., Success III, Inc., Success IV, Inc., Success V, Inc., Success VI, Inc. and Success VII, Inc., hereby waive notice of this meeting and consent to all matters taken at this meeting.


Theodore J. Vlahos


Alex T. Vlahos


Phil Noto

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

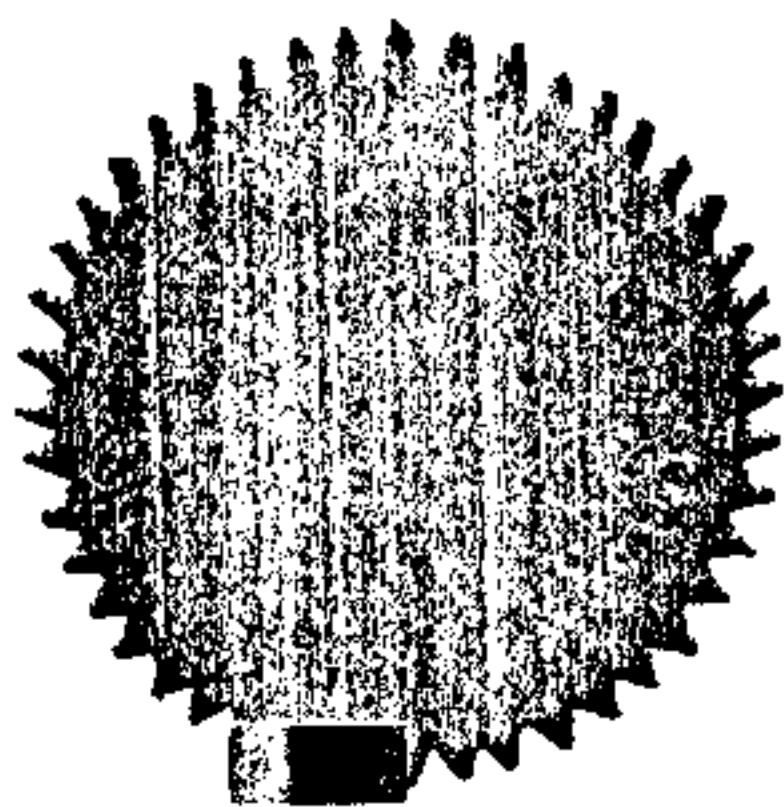
OF

SUCCESS III, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of SUCCESS III, INC., duly signed and verified pursuant to the provisions of Section 10-2A-181.1 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 SUCCESS III, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 9th day of JANUARY, 19 92.



Thomas A. Snowden Jr.

Judge of Probate

92 JAN -9 PM 1:57

JUDGE OF PROBATE

Rec'd 5.00
Jud 3.00
8.00

BOOK 046 PAGE 151