

1737

ARTICLES OF DISSOLUTION OF CONTRACTOR'S LANDSCAPE, INC.

1. Contractor's Landscape, Inc., an Alabama Corporation, shall be dissolved and all of its rights and property shall be transferred and all of its liabilities and duties shall be assumed by its sole shareholder, Ellard Contracting Co., Inc., an Alabama corporation, in accordance with Section 10-2-A-181.1 of the Alabama Business Corporation Act.

2. The names and addresses of the corporations involved in the dissolution are as follows:

Contractor's Landscape, Inc.
1401 Georgia Road Birmingham, Alabama 35210

Ellard Contracting Co., Inc.
1401 Georgia Road Birmingham, Alabama 35210

A copy of the resolutions of the Boards of Directors of the foregoing corporations approving the dissolution are attached hereto.

3. The dissolution of Contractor's Landscape, Inc. and the transfer and assumption described in paragraph one hereof shall become effective January 31, 1992.

IN WITNESS WHEREOF, Contractor's Landscape, Inc. and Ellard Contracting Co., Inc. have executed these Articles of Dissolution as of January 28, 1992.

Attest:

By: O.M. Dauphin

Name: O.M. Dauphin

Title: Secretary

Attest:

By: O.M. Dauphin

Name: O.M. Dauphin

Title: Secretary

CONTRACTOR'S LANDSCAPE, INC.

By: D.W. Ellard, Jr.

Name: D.W. Ellard, Jr.

Title: President

ELLARD CONTRACTING CO., INC.

By: D.W. Ellard, Jr.

Name: D.W. Ellard, Jr.

Title: President

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Jim Starnes
P.O. Box 598512
B'ham, AL 35259-8512

ACTION OF THE BOARD OF DIRECTORS OF
ELLARD CONTRACTING CO., INC. TAKEN BY
UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING

The undersigned, being all of the members of the Board of Directors of Ellard Contracting Co., Inc., an Alabama corporation (the "Corporation"), do hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors of the Corporation in lieu of a meeting and hereby direct this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

WHEREAS, the Corporation is the sole shareholder of Contractor's Landscape, Inc., an Alabama corporation; and


WHEREAS, it is in the best interest of the Corporation that Contractor's Landscape, Inc. transfer all of its assets and liabilities to the Corporation and thereafter be dissolved;

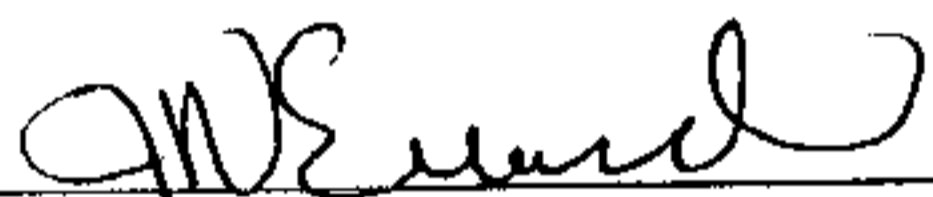
NOW THEREFORE, be it resolved that the Articles of Dissolution attached hereto as Exhibit "A" to affect the aforementioned dissolution are hereby adopted and approved, and that Contractor's Landscape, Inc. shall be dissolved in accordance with the terms thereof;

FURTHER RESOLVED, that any officer of the Corporation, or such other person or persons as any of them may designate be, and any of them hereby is, authorized to execute, in the name and on behalf of the Corporation, any agreement, certificate or other document, and to take any other action that such person or persons may deem necessary, convenient or appropriate in order to carry out the

intended purpose of the preceding resolution and to effectuate the transactions contemplated thereby.

WITNESS the consent of each member of the Board of Directors of the Corporation effective as of January 30, 1992.


D.W. ELLARD, JR.


J.R. ELLARD


LETTA O. ELLARD

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ACTION OF THE BOARD OF DIRECTORS OF
CONTRACTOR'S LANDSCAPE, INC. TAKEN BY
UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING

The undersigned, being all of the members of the Board of Directors of Contractor's Landscape, Inc., an Alabama corporation (the "Corporation"), do hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors in lieu of a meeting and hereby direct this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

WHEREAS, Ellard Contracting Co., Inc. is the sole shareholder the Corporation; and

WHEREAS, it is in the best interest of the Corporation that it transfer all of its assets and liabilities to Ellard and thereafter be dissolved;


NOW THEREFORE, be it resolved that the Articles of Dissolution attached hereto as Exhibit "A" to affect the aforementioned dissolution are hereby adopted and approved, and that the Corporation shall be dissolved in accordance with the terms thereof;

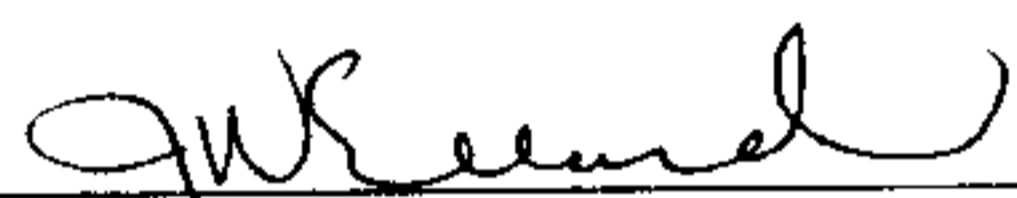
FURTHER RESOLVED, that any officer of the Corporation, or such other person or persons as any of them may designate be, and any of them hereby is, authorized to execute, in the name and on behalf of the Corporation, any agreement, certificate or other document, and to take any other action that such person or persons may deem necessary, convenient or appropriate in order to carry out the

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intended purpose of the preceding resolution and to effectuate the transactions contemplated thereby.

WITNESS the consent of each member of the Board of Directors of the Corporation effective as of January 30, 1992.


D.W. ELLARD, JR.


J.R. ELLARD


O.M. DAUPHIN

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State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

CONTRACTOR'S LANDSCAPE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of CONTRACTOR'S LANDSCAPE, 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 CONTRACTOR'S LANDSCAPE, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 30th day of JANUARY, 19 92.

STATE OF ALABAMA
I CERTIFY THIS
DOCUMENT WAS FILED

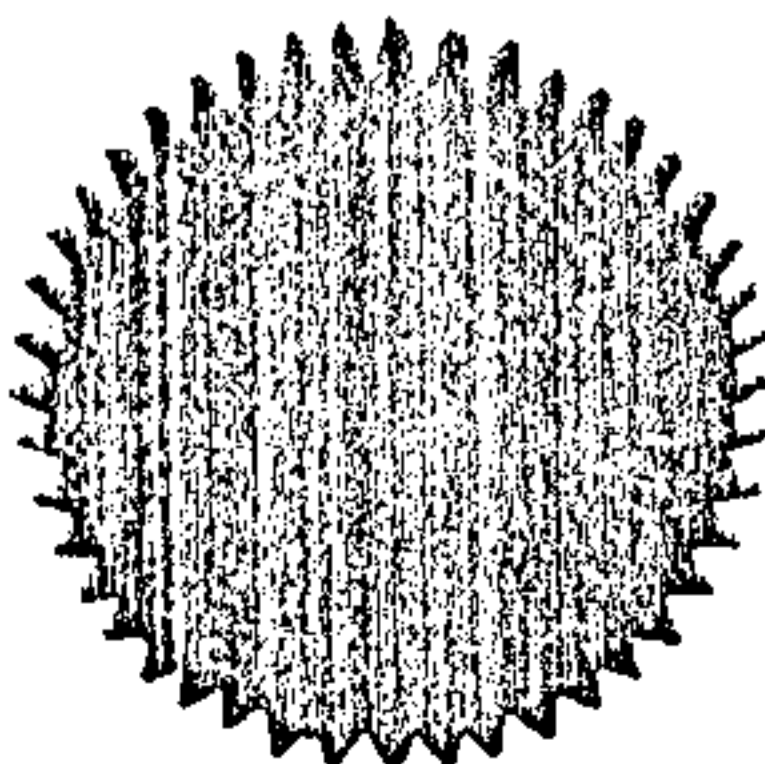
Thomas A. Snowden Jr.

92 JAN 30 PM 12:43

Judge of Probate

JUDGE OF PROBATE

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