

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS

OF

ALLEN & DAVIS CONSTRUCTION, INC.

(AMENDMENT TO ARTICLES OF INCORPORATION)

At a special meeting called of the Shareholders and Directors of Allen & Davis Construction, Inc. on the 23^d day of June, 1962, at which all Directors and Shareholders of the Corporation were present, a resolution was submitted to the Corporation, and same being brought before the meeting, a motion made upon a resolution, same being seconded and unanimously approved, it is hereby directed that such resolution be adopted by the Corporation as follows:

BE IT HEREBY RESOLVED that the name of the Corporation, to-wit; "Allen & Davis Construction, Inc.", be hereby changed to "Wayne Davis Construction, Inc." The Chairman of Directors of the Corporation, Wayne Davis, explained to the Shareholders and Directors that there had been discussion within and among Directors, which would indicate that the general body of Directors felt it to be beneficial to the Corporation to undertake the above designated name change, for the purpose of severing the business relationship of the current Shareholders, and that a corporate name change would adequately reflect such severance. The President further explained that, pursuant to the Alabama Business Corporation Act, Alabama Code Section 10-2A-110, et seq., the Shareholders and Directors must first adopt a resolution proposing the amendment and that same must be adopted as a part of the records and minutes of the Corporation.

WHEREUPON, the proposed change of the name of the Corporation was submitted to the Shareholders and Directors for consideration, and upon motion duly made and seconded, same passed by unanimous vote, as indicated above. The Chairman then moved that the minutes of the special meeting of Shareholders and Directors affirmatively show that all Directors and Shareholders were present, representing all issued and outstanding shares of the Corporation, which consist solely of common stock, and being those entitled to vote, there being no other class of shares authorized, issued or outstanding within the Corporation; and said motion having been duly made, seconded and unanimously adopted, same to be set forth in the Minutes of the Corporation;

Inst # 1992-12398

M.A. Spears

WHEREFORE, it is hereby resolved by the Corporate Shareholders and Directors that the name of the Corporation be changed from "Allen & Davis Construction, Inc." to "Wayne Davis Construction, Inc.", since such name change has heretofore been duly accepted by the Corporate Shareholders and Directors.

The Chairman then stated for the record that the Waivers of Notice of all Shareholders and Directors are hereby waived, and such Waivers are hereby acknowledged by the attachment of signatures of each individual Director and Shareholder to this resolution, and that this resolution be made a part of the Corporate Minutes.

Furthermore, the Chairman presented a Motion to the joint meeting of Shareholders and Directors for the transfer of all of the Corporate Shares now held by Mike Allen to be transferred to Wayne Davis, for One Dollar, (\$1.00) and other good and valuable consideration; and for Mike Allen to be relieved of any Corporate Office or responsibility, and further indicating that the Motion is intended to hold Mike Allen, individually, harmless for any future acts or actions undertaken by the Corporation, therefore, upon Motion duly made, seconded and unanimously carried;

BE IT HEREBY RESOLVED AS FOLLOWS that Mike Allen, in exchange for One Dollar, (\$1.00), and other good and valuable consideration, shall transfer all of his existing Corporate Shares to Wayne Davis; and the Corporation shall hold Mike Allen harmless for any and all future acts and actions by the Corporation.

Finally, as it is the case that Mike Allen's sale of his Corporate Shares would constitute the need of a re-structure of the Corporate Director and Officer Status, upon motion duly made, seconded and unanimously carried;

BE IT HEREBY RESOLVED that the Directors of the Corporation shall be Wayne Davis and Cheryl Davis, and that the President of the Corporation shall be Wayne Davis, and the Secretary/Treasurer of the Corporation shall be Cheryl Davis.

There being no additional business to come before this meeting, upon motion duly made, seconded and unanimously approved, the meeting was adjourned.

THE SIGNATURE HEREINAFTER DESIGNATED CONSTITUTE ALL OF THE DIRECTORS AND SHAREHOLDERS OF THE ABOVE DESIGNATED CORPORATION, AND SUCH EXECUTION BY THE HEREINAFTER NAMED DIRECTORS AND SHAREHOLDERS CONSTITUTE COMPLETE AND UNANIMOUS ACCEPTANCE OF THE ABOVE DESIGNATED RESOLUTIONS.

_____

Wayne Davis, (Shareholder, Director
and President)

_____

Cheryl Davis, (Shareholder and
Director)

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Wayne Davis Construction, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, P O Box 119, Montevallo, AL 35115 for a period of one hundred twenty days beginning February 27, 1992 and expiring June 27, 1992.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 27, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', is written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF AMENDMENT

OF

ALLEN & DAVIS CONSTRUCTION, INC. into WAYNE DAVIS CONSTRUCTION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of ALLEN & DAVIS CONSTRUCTION, INC. INTO WAYNE DAVIS CONSTRUCTION, INC. signed and verified pursuant to the provisions of Section 12-2A-110 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 AMENDMENT of ALLEN & DAVIS CONSTRUCTION, INC. INTO WAYNE DAVIS CONSTRUCTION, INC. and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 26th day of

JUNE, 19 92

Thomas A. Snowden Jr.
Judge of Probate

Inst # 1992-12398

06/26/1992-12398

01:22 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

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