

STATEMENT OF INTENT TO DISSOLVE
CONTROL SYSTEMS SERVICE CORPORATION
BY WRITTEN CONSENT OF SHAREHOLDERS

TO THE HONORABLE THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama, 1975, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

FIRST: The name of the corporation is CONTROL SYSTEMS SERVICE CORPORATION

SECOND: The names and respective address of its officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JOHN G. WILLOUGHBY	President	P. O. BOX 160 LEEDS, AL 35094
BETTY B. WILLOUGHBY	SECRETARY/ TREASURER	P. O. BOX 160 LEEDS, AL 35094

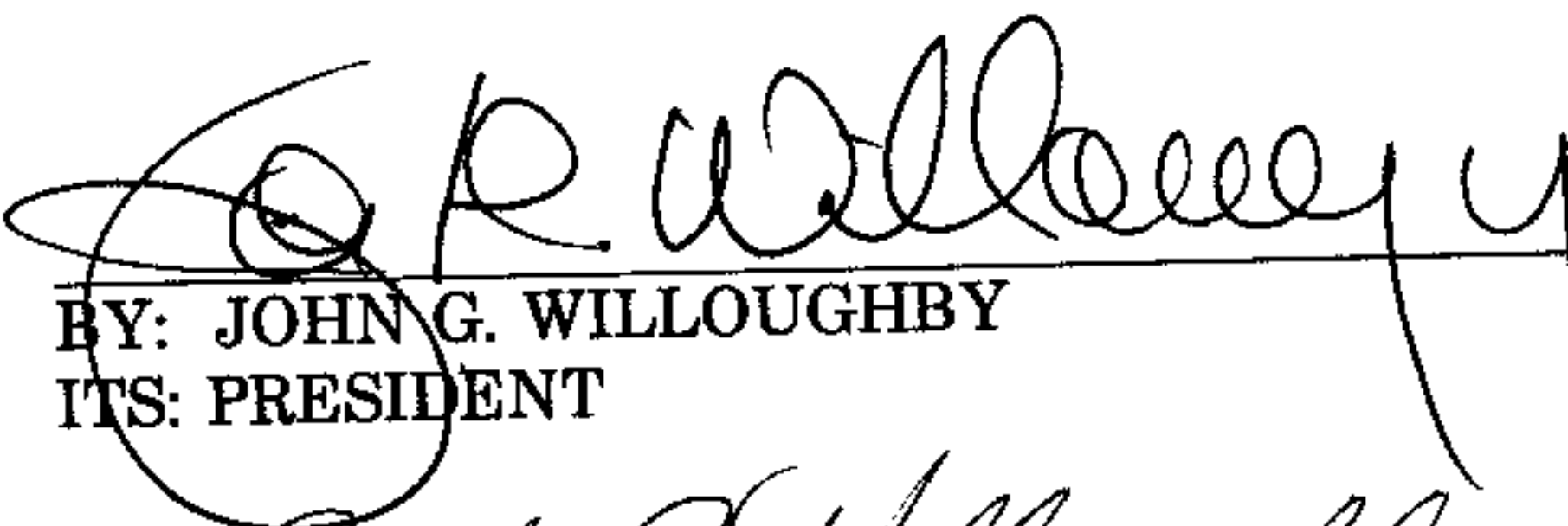
THIRD: The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN G. WILLOUGHBY	P. O. BOX 160 LEEDS, AL 35094

FOURTH: The written consent to dissolution of the corporation, a copy of which is attached hereto as Exhibit "A" and made a part hereto by reference has been signed by all the shareholders of the corporation.

DATE: 9/21/92

CONTROL SYSTEMS SERVICE CORPORATION


BY: JOHN G. WILLOUGHBY
ITS: PRESIDENT

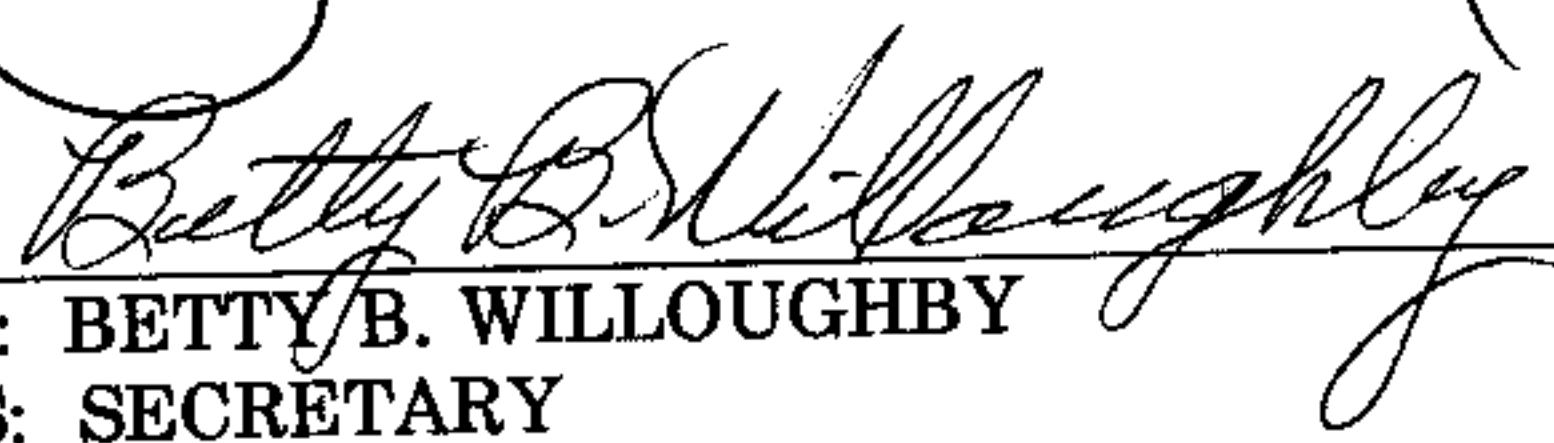

BY: BETTY B. WILLOUGHBY
ITS: SECRETARY

EXHIBIT "A"
SHAREHOLDER'S CONSENT FOR DISSOLUTION
OF
CONTROL SYSTEMS SERVICE CORPORATION

WHEREAS, the undersigned holders of all of the capital stock of CONTROL SYSTEMS SERVICE CORPORATION, a corporation organized under the laws of the State of Alabama, having determined that it would be advisable and in the best interest of the corporation and its shareholders for the corporation to be dissolved; now therefore, be it:

1. RESOLVED, that the shareholders of CONTROL SYSTEMS SERVICE CORPORATION hereby agree to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and directors of CONTROL SYSTEMS SERVICE CORPORATION are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

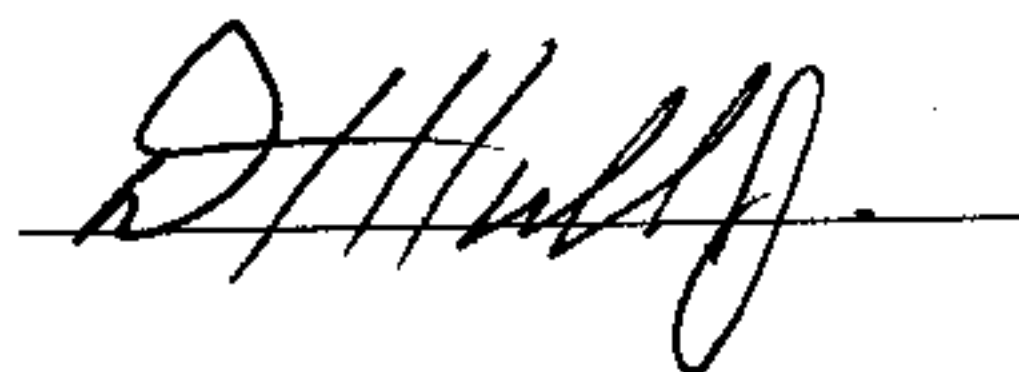
3. RESOLVED FURTHER, that the officers and directors of CONTROL SYSTEMS SERVICE CORPORATION are authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests;

4. RESOLVED FURTHER, that the officers and directors of CONTROL SYSTEMS SERVICE CORPORATION are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of liquidation and dissolution of CONTROL SYSTEMS SERVICE CORPORATION or on behalf of the corporation, including U.S. Treasury Department Form 966;

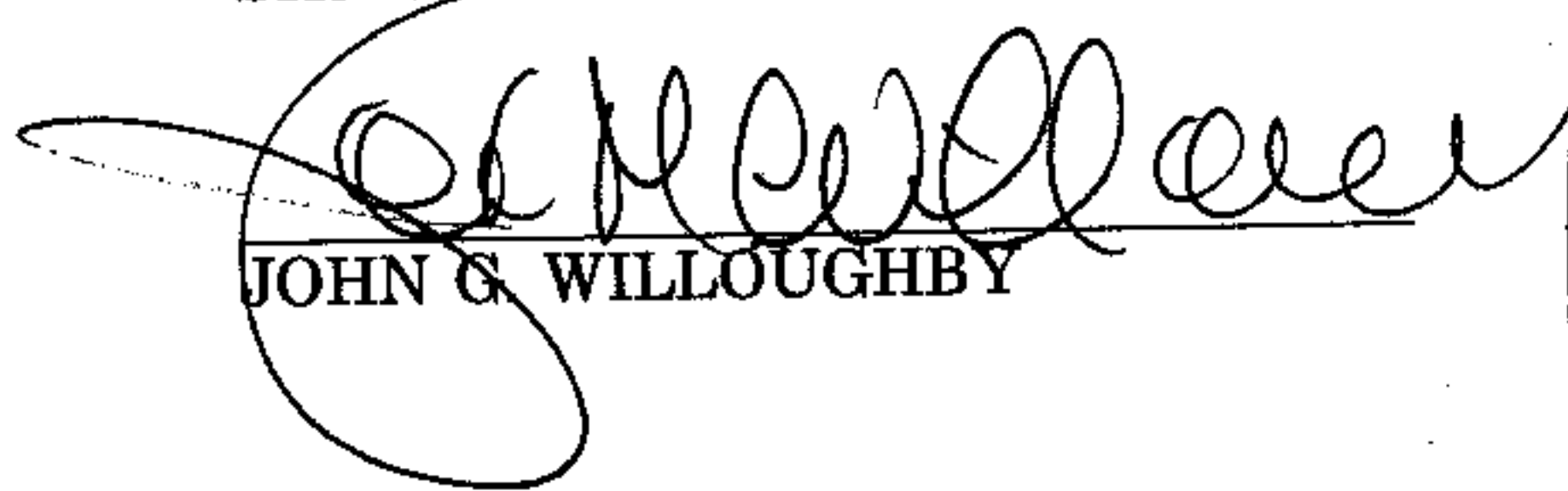
5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

IN WITNESS WHEREOF, the undersigned, being all the shareholders of CONTROL SYSTEMS SERVICE CORPORATION have hereunto signed and sealed this instrument, and hereby waive any and all notice or the holding of a meeting for the purpose herein setforth, taking said action effective on the 21st day of September, 1992.

WITNESS



SHAREHOLDER


JOHN G. WILLOUGHBY

STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public, do hereby certify that on this 21st day of September, 1992, personally appeared before me JOHN G. WILLOUGHBY, who, being first duly sworn, declared that he is the President of CONTROL SYSTEMS SERVICE CORPORATION, that he signed the foregoing documents as President of the corporation, and that the statements therein contained are true and correct.

THIS INSTRUMENT PREPARED BY:

Daniel T. Hull, Jr.
920 First Alabama Bank Building
417 North 20th Street
Birmingham, AL 35203
205-251-2094


NOTARY PUBLIC
My Commission expires: 9/2/93

Inst # 1992-20994

09/23/1992-20994
09:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MJS 18.00