

ARTICLES OF DISSOLUTION
OF
SNOWY RIVER FARMS, INC.

PURSUANT TO SECTION 10-2A-190 OF THE CODE OF ALABAMA

THE UNDERSIGNED CORPORATION, PURSUANT TO THE PROVISIONS OF SECTION 10-2A-190, CODE OF ALABAMA, HEREBY ADOPTS THE FOLLOWING ARTICLES OF DISSOLUTION FOR THE PURPOSES OF DISSOLVING THE CORPORATION.

1. THE NAME OF THE CORPORATION IS SNOWY RIVER FARMS, INC.
2. A STATEMENT OF INTENT TO DISSOLVE THE CORPORATION IS BEING FILED WITH THE JUDGE OF PROBATE OF SHELBY COUNTY ALABAMA, SIMULTANEOUSLY HERewith, PURSUANT TO THE PROVISIONS OF SECTION 10-2A-183, CODE OF ALABAMA.
3. ALL DEBTS, OBLIGATIONS AND LIABILITIES OF THE CORPORATION HAVE BEEN PAID AND DISCHARGED, OR ADEQUATE PROVISIONS HAVE BEEN MADE THEREFOR.
4. THE REMAINING PROPERTY AND ASSETS OF THE CORPORATION HAVE BEEN DISTRIBUTED AMONG ITS SHAREHOLDERS IN ACCORDANCE WITH THEIR RESPECTIVE RIGHTS AND INTERESTS.
5. THERE ARE NO SUITS PENDING AGAINST THE CORPORATION, IN ANY COURT AND NO PROVISIONS HAVE BEEN MADE FOR THE SATISFACTION OF ANY JUDGEMENT, ORDER OR DECREE WHICH MAY BE ENTERED AGAINST SAID CORPORATION.

DATED AT CHELSEA ALABAMA, THIS 30 DAY OF Sept, 1992.

SNOWY RIVER FARMS, INC.

BY: Horace J. Grant
ITS: PRESIDENT AND CHAIRMAN

STATE OF ALABAMA
SHELBY COUNTY

SWORN TO AND SUBSCRIBED BEFORE ME ON THE 30 DAY OF Sept
1992.

John Pettus
NOTARY PUBLIC Inst. # 1992-21801

09/30/1992-21801
04:09 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 NJS 18.00

STATE OF ALABAMA

SHELBY COUNTY

THE UNDERSIGNED, ACTING AS CHAIRMAN AND SECRETARY, RESPECTIVELY OF THE BOARD OF DIRECTORS OF:

SNOWY RIVER FARMS, INC.

A CORPORATION, HEREBY CERTIFY THAT THE FOLLOWING RESOLUTIONS WERE UNANIMOUSLY ADOPTED AT A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF SAID CORPORATION.

RESOLUTION OF THE BOARD OF DIRECTORS
OF
SNOWY RIVER FARMS, INC.
ADOPTING A PLAN OF COMPLETE LIQUIDATION

"RESOLVED: THAT IN THE JUDGEMENT OF THE BOARD OF DIRECTORS OF THE CORPORATION, IT IS DEEMED ADVISEABLE AND FOR THE BENEFIT OF THE CORPORATION THAT IT SHOULD BE DISSOLVED;

FURTHER RESOLVED: THAT A PLAN OF LIQUIDATION BE, AND IT HEREBY IS, FORMULATED TO EFFECT SUCH LIQUIDATION AND DISSOLUTION IN ACCORDANCE WITH THE FOLLOWING;

THAT THE FOLLOWING RESOLUTIONS PROVIDING FOR THE COMPLETE LIQUIDATION OF THE CORPORATION AND THE DISTRIBUTION OF ALL ITS ASSETS BE ACCOMPLISHED PURSUANT TO SECTIONS 331 AND 337 OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED;

THAT, IN ACCORDANCE WITH SUCH PLAN OF LIQUIDATION, THE OFFICERS, DIRECTORS AND SHAREHOLDERS OF THE CORPORATION ARE AUTHORIZED AND DIRECTED TO ENSURE;

1. THAT WITHIN THIRTY DAYS AFTER DATE OF THE MEETING ON WHICH THE SHAREHOLDERS ADOPT THE PLAN OF LIQUIDATION, THE CORPORATION SHALL FILE FORM 966 WITH THE DISTRICT DIRECTORS OF THE INTERNAL REVENUE SERVICE, MEMPHIS, TENNESSEE, TOGETHER WITH A CERTIFIED COPY OF THIS RESOLUTION;

THAT AFTER THE PLAN OF LIQUIDATION IS ADOPTED, THE CORPORATION SHALL MAKE A DISTRIBUTION OF ITS ASSETS TO THE SHAREHOLDERS PURSUANT TO SUCH PLAN, SUCH DISTRIBUTION TO BE MADE AS SOON AS IS FEASIBLE, TIME BEING OF THE ESSENCE;

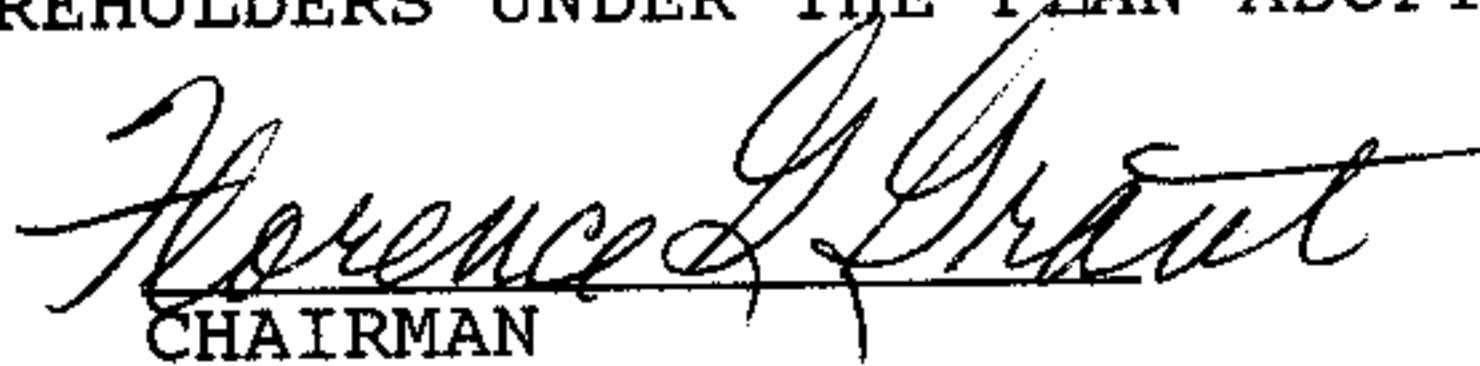
THAT THE CORPORATION, BY AND THROUGH ITS DULY AUTHORIZED OFFICERS AND DIRECTORS, DISTRIBUTE ALL ASSETS SUBJECT TO ANY UNPAID LIABILITIES TO THE SHAREHOLDERS, IN REDEMPTION AND CANCELLATION OF ALL THE OUTSTANDING CAPITAL STOCK OF THE CORPORATION, USING THEIR DISCRETION AS TO THE METHOD OF APPORTIONMENT OF THE ASSETS AND LIABILITIES AMONG THE SHAREHOLDERS;

4. THAT THE PROPER OFFICERS OF THE CORPORATION SHALL FILE SUCH DOCUMENTS AS MAY BE REQUIRED IN THE PROBATE OFFICE OF THE APPROPRIATE COUNTY, TO DISSOLVE THE CORPORATION;

5. THAT THE PROPER OFFICERS OF THE CORPORATION SHALL FILE ALL FORMS AND DOCUMENTS REQUIRED BY THE STATE AND FEDERAL GOVERNMENTS, INCLUDING TAX RETURNS, AS SOON AS POSSIBLE AFTER DISTRIBUTION OF CORPORATE ASSETS;

6. THAT SPECIFIC AUTHORIZATION BE GIVEN TO THE PROPER OFFICERS OF THE CORPORATION TO PREPARE, SIGN AND FORWARD TO THE COMMISSIONER OF INTERNAL REVENUE, AFTER THE FINAL TAX RETURNS FOR THE CORPORATION HAVE BEEN FILED, A REQUEST ASSESSMENT OF ALL FEDERAL TAXES DUE BY THE CORPORATION;

7. THAT THE OFFICERS AND DIRECTORS OF THE CORPORATION ARE AUTHORIZED AND EMPOWERED AND DIRECTED TO CARRY OUT THE PROVISIONS OF THESE RESOLUTIONS AND TO ADOPT ANY FURTHER RESOLUTIONS THAT MAY BE NECESSARY IN THE LIQUIDATION AND DISSOLUTION OF THE CORPORATION IN ACCORDANCE WITH THE EXPRESS INTENT OF THE SHAREHOLDERS UNDER THE PLAN ADOPTED."


CHAIRMAN

CONSENT OF SHAREHOLDERS TO DISSOLUTION
OF
SNOWY RIVER FARMS, INC.

THE UNDERSIGNED, BEING ALL OF THE SHAREHOLDERS OF SAID CORPORATION, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ALABAMA, HEREBY CONSENT TO THE DISSOLUTION OF SAID CORPORATION AS PROVIDED FOR BY TITLE 10-2A-181, CODE OF ALABAMA, AND DO SIGN THIS CONSENT THAT IT MAY BE FILED IN THE OFFICE OF THE JUDGE OF PROBATE, IN THE APPROPRIATE COUNTY, AS PROVIDED BY LAW.

DATED AT CHELSEA ALABAMA, THIS 30 DAY OF Sept, 1992.

Theresa G. Grant

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF
SNOWY RIVER FARMS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of SNOWY RIVER FARMS, INC., duly signed and verified pursuant to the provisions of Section 10-2A-190 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

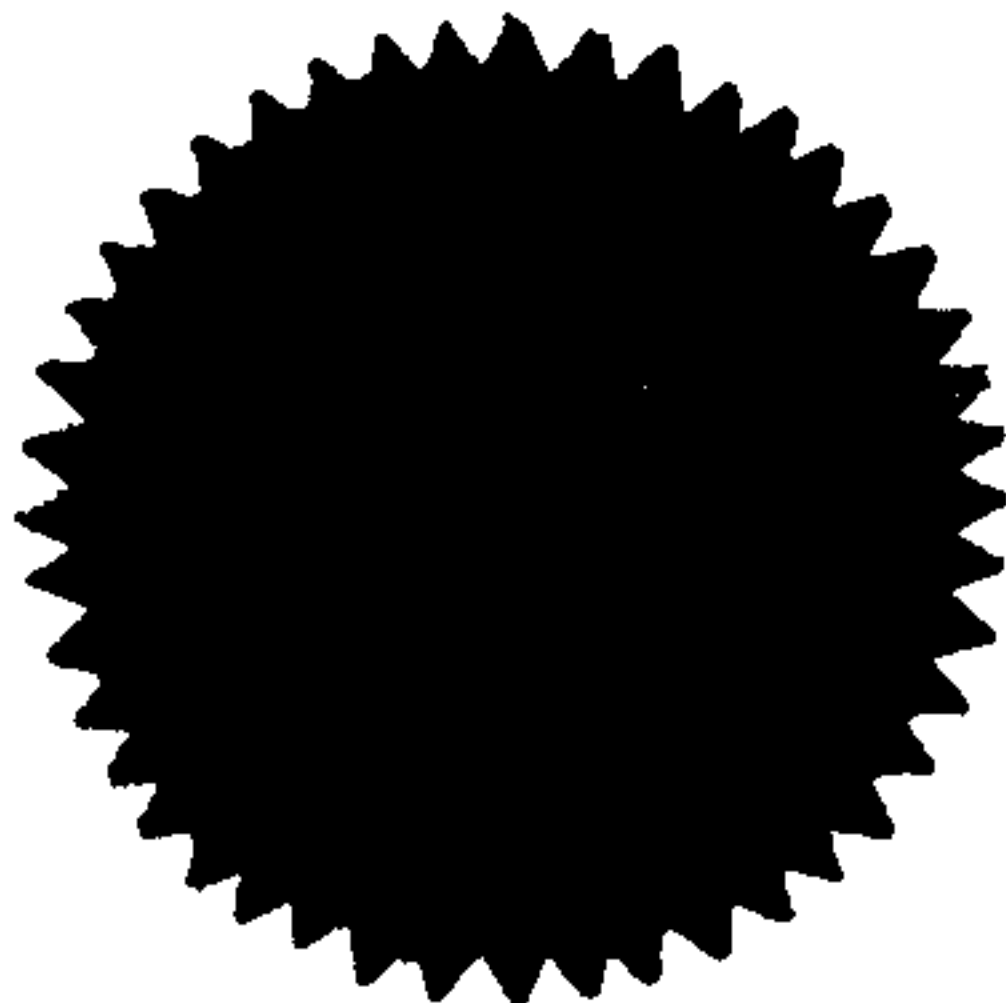
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of DISSOLUTION of SNOWY RIVER FARMS, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 30 day of

SEPTEMBER, 1992.



Judge of Probate



Inst # 1992-21801
09/30/1992-21801
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SHELBY COUNTY JUDGE OF PROBATE
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