


MINUTES OF A SPECIAL MEETING OF
THE STOCKHOLDERS AND BOARD OF DIRECTORS OF
WYATT CONSTRUCTION COMPANY, INC.


A special meeting of the stockholders and Board of Directors of Wyatt Construction Company, Inc., an Alabama corporation, was held at the offices of the corporation at 227 Lorna Square in the City of Birmingham, Jefferson County, Alabama, on the 30th day of December, 1992, at 2:00 p.m., pursuant to a written Waiver of Notice signed by all stockholders and directors of the corporation, fixing said time and place of the meeting, which said waiver is as follows:

WAIVER OF NOTICE

We, the undersigned, being all the stockholders and directors of Wyatt Construction Company, Inc., do hereby consent to the holding of a special meeting of the stockholders and directors of said corporation on the 30th day of December, 1992, at 2:00 o'clock p.m. for the purpose of considering such business of any kind which may come before the meeting. We hereby waive notice of such meeting and consent to the consideration and decisions of all matters and transactions of all business as may come before said meeting.

WITNESS our hands and seals this 30 day of December, 1992.


LESTER C. WYATT (1752 Shares)
Stockholder and Director


MARY B. WYATT (748 Shares)
Stockholder and Director

Lester C. Wyatt presided over the meeting as Chairman and Mary B. Wyatt acted as Secretary of same.

The following stockholders and directors were present in person at said meeting: Lester C. Wyatt and Mary B. Wyatt, who constitute all of the stockholders and directors of the corporation. The Chairman stated that it had been brought to his attention that the check issued by Zelia M. Baugh in full payment of the real property described in those certain warranty deeds dated April 19, 1990, and July 18, 1990, and recorded in Book 295, Page 187, and Book 301, Page 162, in the Office of the Judge of Probate of Shelby County, Alabama, was made payable to Lester C. Wyatt rather than Wyatt Construction Company, Inc. The Chairman further stated that the corporation has no right, title, interest or claim to the real property described in said warranty deeds and title to the real property described therein is vested in Zelia M.

Corretti, Newberry
1804 7th Ave N.
Birmingham, AL 35203

Inst # 1992-31651

Baugh, the grantee named therein.


The Chairman further stated that since a question has been raised by the Defendants in that certain action pending in the Circuit Court of Shelby County, Alabama, entitled Zelia M. Baugh v. Gravlee Homes, Inc., Case No. CV-92-644, that it would be in order for the corporation to formally ratify, approve and affirm in all matters and respect the said warranty deeds.

Whereupon on motion duly made and seconded, the following resolutions were unanimously adopted:

BE IT RESOLVED that the warranty deeds recorded in Book 295, Page 187, and Book 301, Page 162, wherein the real property described therein was conveyed to Zelia M. Baugh are hereby ratified, approved and affirmed in all matters and respect.

BE IF FURTHER RESOLVED that the corporation execute such instruments or documents as may be necessary or required to formally disclaim any right, title, interest or claim in and to the real property described in said warranty deeds.

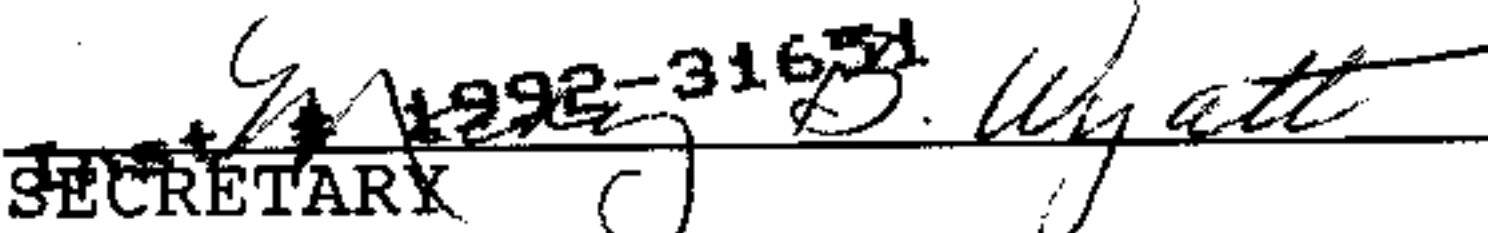
There being no further business to come before the meeting at this time, on motion duly made and seconded, the same was adjourned.


LESTER C. WYATT
Stockholder and Director


MARY B. WYATT
Stockholder and Director

I, the undersigned, Secretary of said corporation, and the keeper of its charter, minutes and records, hereby certify that the foregoing named persons are the sole and only stockholders and directors of this corporation, and that the above and foregoing minutes appear in the minute record of the corporation and are the genuine minutes they purport to be.

This 30th day of December, 1992.


1992-31651
SECRETARY

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12:49 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 10.00