

ARTICLES OF DISSOLUTION OF

ALABAMA SERVICES FOUNDATION, INC.

WHEREAS, the undersigned Officers of Alabama Services Foundation, Inc., a corporation organized under the laws of the State of Alabama, having determined that it would advisable and in the best interest of the corporation and its shareholders for the corporation to be dissolved; and pursuant to the provision of §10-2A-190, Code of Alabama, 1975, said corporation hereby adopts the following Articles of Dissolution for purposes of dissolving the corporation:

FIRST: The name of the corporation is Alabama Services Foundation, Inc.

SECOND: That by an affirmative vote of the holders of more than two-thirds of the shares of Alabama Services Foundation, Inc. said holders being entitled to vote thereon, a resolution to dissolve the corporation was adopted on April 16, 1993.

THIRD: A Statement of Intent to Dissolve the corporation was filed with Office of the Judge of Probate of Shelby County, on the 30th day of April, 1993, pursuant to the provisions of Section 10-2A-183 of the Code of Alabama.

FOURTH: That the Officers and Directors of Alabama Services Foundation, Inc. have taken all actions necessary to wind up the affairs of the corporation, including any lease, sale, conveyance, or assignment of any or all of the corporation's assets and has executed any documents or instruments necessary and incident thereto.

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FIFTH: That the Officers and Directors of Alabama Services Foundation, Inc. have applied 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 provisions for the payment of all of its known debts, the Officers and Directors authorized and directed the distribution of the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their respective rights and interests. Further, that all known debts, obligations and liabilities of the corporation have been paid and discharged and/or adequate provisions have been made therefor.

SIXTH: That the officers and directors executed all documents, instruments, reports, tax returns, certificates, and affidavits required by a federal, state, or local government in connection with or by reason of the liquidation and dissolution of ERG Associates, Inc or on behalf of the corporation, including Internal Revenue Service Form 966.


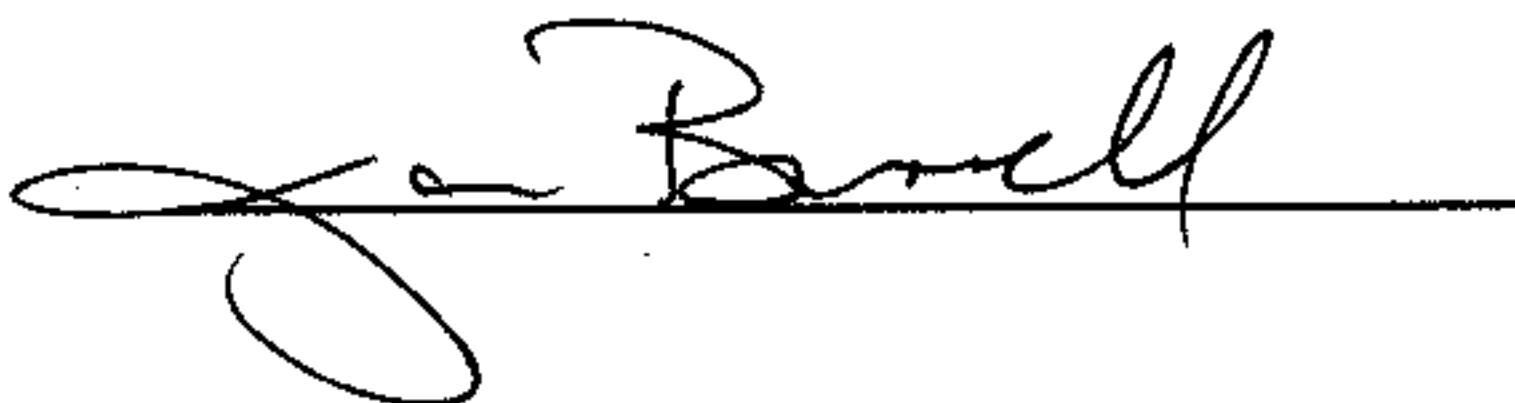
SEVENTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

IN WITNESS THEREOF, the undersigned has hereunto signed and sealed this instrument.

Executed on the 16 day of April, 1993, at 10:00 a.m. in the law offices of Griffin, Allison, May, Alvis & Fuhrmeister, Birmingham, Alabama.

Dated: April 16, 1993.

WITNESS:



Wm. Randall May
President

CERTIFICATE

We, Wm. Randall May and Neal P. Lambert, President and Secretary of the corporation, do hereby certify that all of the statements in the foregoing instrument are true and correct, and that we signed the foregoing instrument as President and Secretary of the corporation.



Wm. Randall May


Neal P. Lambert

STATE OF ALABAMA

COUNTY OF SHELBY

I, the undersigned, a Notary Public, do hereby certify that on this 11th day of April, 1993, Wm. Randall May and Neal P. Lambert personally appeared before me and, being by me first duly sworn, declared that they are the President and Secretary of Alabama Services Foundation, Inc., that they signed the foregoing document as the President and Secretary of the corporation, and that the statements contained in the document are true.


Notary Public
My commission expires: 3-5-95

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

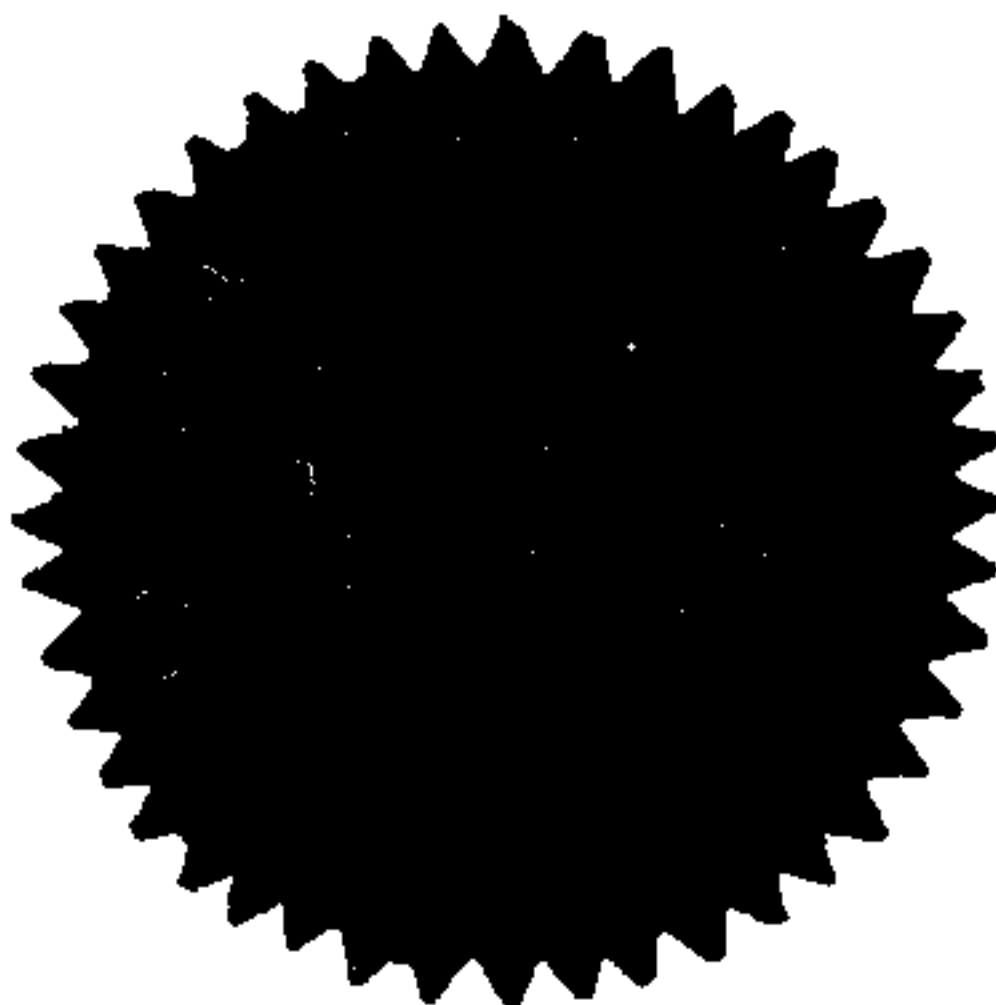
ALABAMA SERVICES FOUNDATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of ALABAMA SERVICES FOUNDATION, 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 ALABAMA SERVICES FOUNDATION, 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

APRIL, 19 93.



Thomas A. Snowden, Jr.

Judge of Probate

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