

**ARTICLES OF DISSOLUTION OF
MAUGANS & ASSOCIATES, INC.**

**TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA**

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama (1975), the undersigned Maugans & Associates, Inc., An Alabama corporation (the "Corporation"), hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is Maugans & Associates, Inc.

SECOND: The Statement of Intent of Dissolve the Corporation was filed with the Judge of Probate of Shelby County, Alabama, on September 9, 1993, pursuant to the provisions of Section 10-2A-181 of the Code of Alabama (1975).

THIRD: All known debts, obligations and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.

FOURTH: All remaining property and assets of the Corporation have been distributed to its shareholders, in accordance with respective rights and interest.

FIFTH: There are no suits pending against the Corporation in any court with respect to which adequate provision has not been made for the satisfaction of any judgement, order or decree which may be entered against the Corporation in any pending suit.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed by its duly authorized officers this 20 day of September, 1993.

MAUGANS & ASSOCIATES, INC.

By: Joseph W. Maugans
Joseph W. Maugans
Its President

By: Aileen B. Maugans
Aileen B. Maugans
Its Secretary

09/20/1993-28844
10:57 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 20.00

Inst # 1993-28844

EXHIBIT A

UNANIMOUS CONSENT OF THE SHAREHOLDERS OF MAUGANS & ASSOCIATES, INC.

The undersigned, constituting all of the shareholders of Maugans & Associates, Inc., an Alabama corporation (the "Corporation"), do hereby consent to the dissolution of the Corporation, and do hereby adopt the following resolutions in connection therewith:

WHEREAS, the shareholders of the Corporation are of the unanimous opinion that it would be advisable and for the benefit of the shareholders of the Corporation that the Corporation be liquidated and dissolved; and

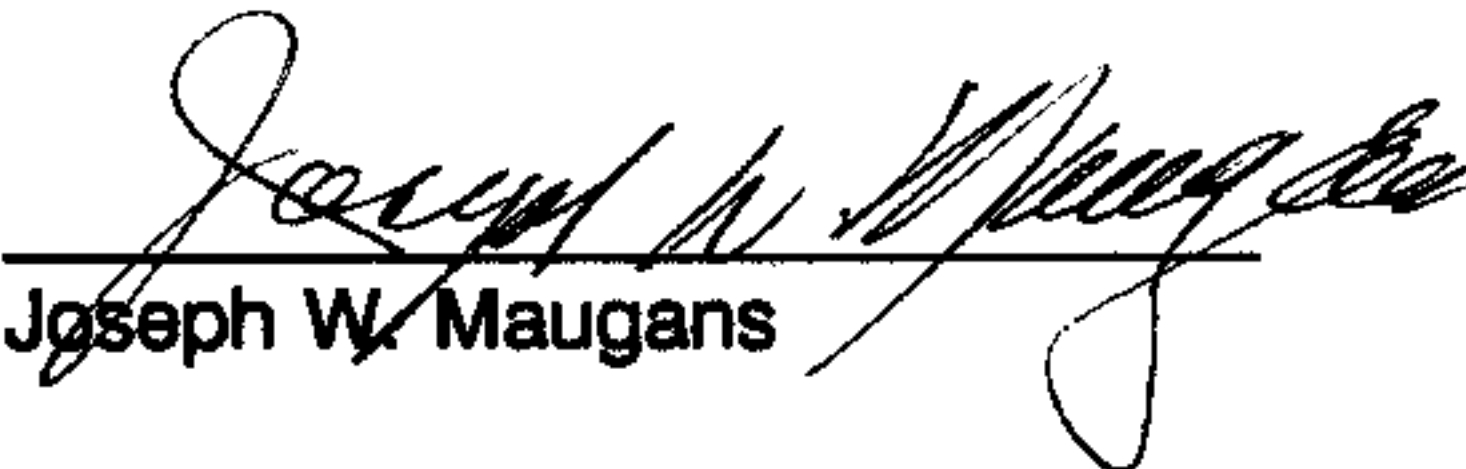
WHEREAS, all known debts, obligations and liabilities of the Corporation have been paid in full or adequate provision has been made therefore;

NOW, THEREFORE, be it resolved, by each and all of the shareholders of the Corporation that the Corporation be, and is hereby, dissolved in accordance with Section 10-2A-181 of the Code of Alabama (1975); and

RESOLVED FURTHER, that the officers and directors of the Corporation be, and they hereby are, authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the liquidation and dissolution of the Corporation, including a Statement of Intent to Dissolve and Articles of Dissolution for filing pursuant to the laws of the State of Alabama, and such other reports as may be required by applicable statutory regulations; and

RESOLVED FURTHER, that upon filing a Statement of Intent to Dissolve with respect to the Corporation, the Corporation shall cease to engage in any business activities, except such activities as shall be necessary for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, settling its debts and distributing its assets. The officers and directors then in office shall continue in office solely for that purpose and shall have the powers and duties provided in Section 10-2A-185 of the Code of Alabama (1975).

Witness the consent of all the shareholders of record of the Corporation entitled to vote, who by their signatures (i) consent to taking this action without a meeting, and (ii) indicate their affirmative vote for adoption of the resolutions set forth herein, effective this 20th day of September, 1993.


Joseph W. Maugans

FOURTH: The written consent to dissolution of the corporation attached hereto as Exhibit "A" and incorporated herein by reference has been signed by all the shareholders of the Corporation.

DATED as of the 20 day of September, 1993.

MAUGANS & ASSOCIATES, INC.

By: Joseph W. Maugans
Joseph W. Maugans
Its President

By: Aileen B. Maugans
Aileen B. Maugans
Its Secretary

STATE OF ALABAMA)
SHELBY COUNTY)

VERIFICATION

Before me, a notary Public in and for said County, in said State, personally appeared on this day the undersigned Joseph W. Maugans, who being by me first duly sworn did depose and say as follows:

(1) That the affiant is President of Maugans & Associates, Inc, an Alabama corporation (the "Corporation"), (2) that he, as such officer, is authorized and empowered to make this sworn affidavit and verification and to cause the foregoing Statement of Intent to Dissolve the Corporation to be executed and filed for record, and (3) that he, as such officer, is familiar with the contents of the foregoing Statement of Intent to Dissolve the Corporation and that the same is the act and deed of the Corporation and that the matters and things set forth therein are true and correct.

Joseph W. Maugans
Joseph W. Maugans
President

Sworn to and subscribed before me on this 20th day of Sept, 1993.

Aileen B. Maugans
Notary Public
My Commission Expires: _____

MY COMMISSION EXPIRES AUGUST 19, 1996

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

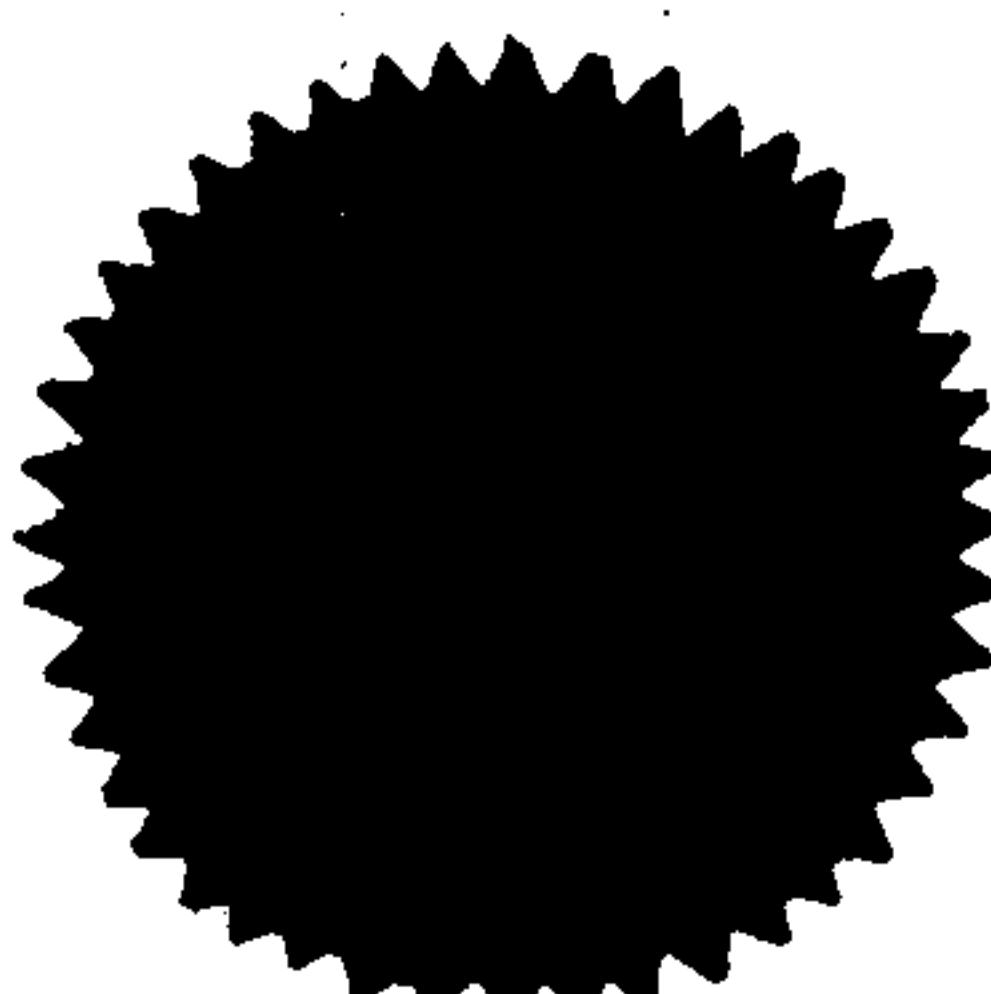
MAUGANS & ASSOCIATES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of MAUGANS & ASSOCIATES, 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 MAUGANS & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 20th day of SEPTEMBER, 19 93.



Thomas A. Snowden, Jr.

Judge of Probate

Inst. # 1993-28844

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10:57 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCB 20.00