

ARTICLES OF DISSOLUTION

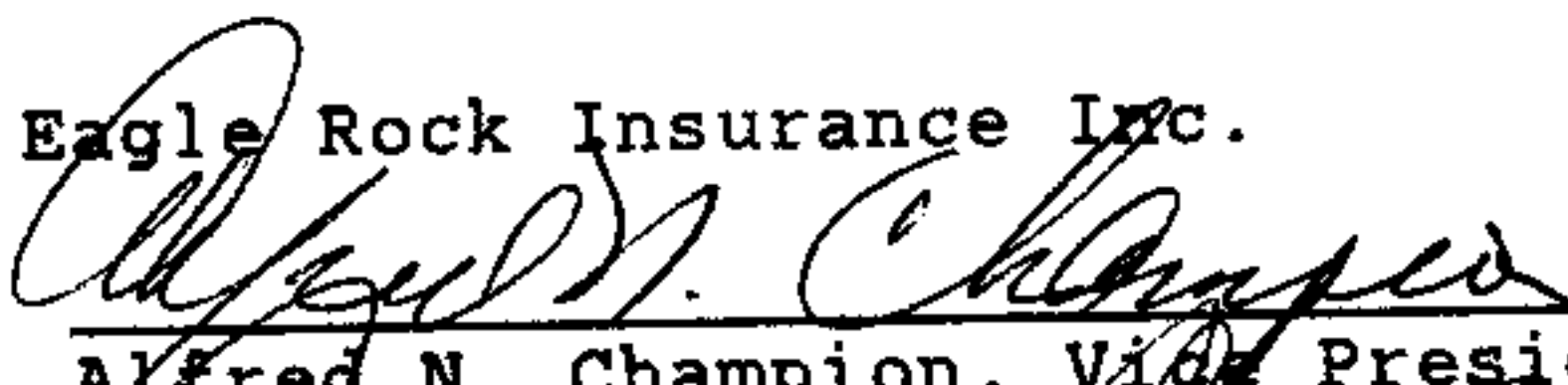
Eagle Rock Insurance Inc.

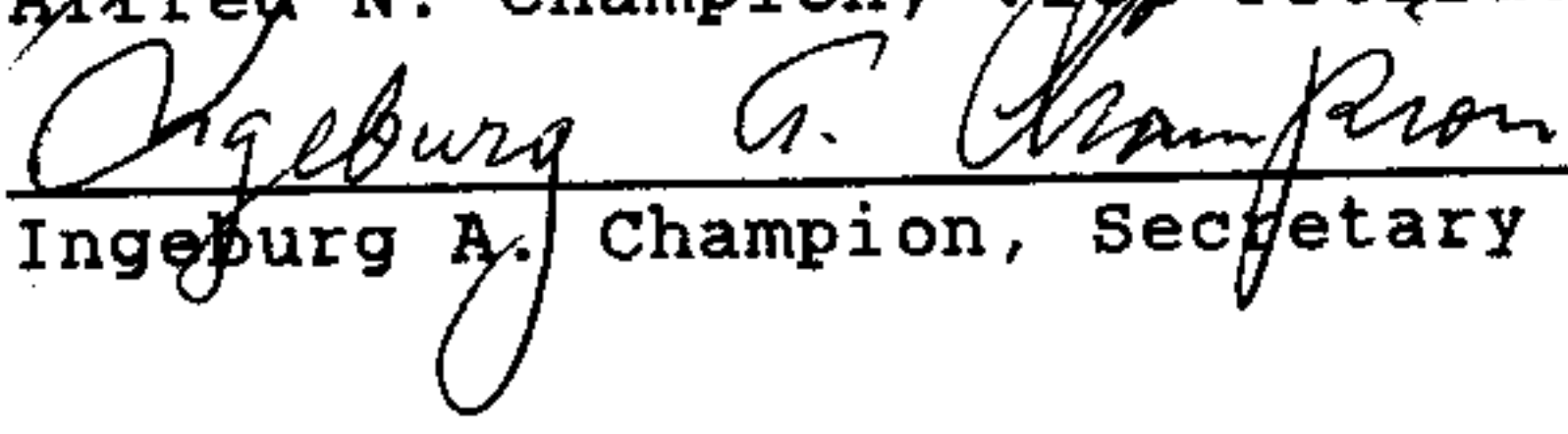
Pursuant to the provisions of Section 10-2A-190, Code of Alabama, 1975, the undersigned PROFIT corporation submits the following Articles of Dissolution.

- FIRST: The name of the corporation is: Eagle Rock Insurance Inc.
- SECOND: A statement of intent to dissolve the corporation was filed with the Judge of Probate of Shelby County on December 21, 1993 pursuant to provisions of Section 10-2A-183, Code of Alabama, 1975.
- THIRD: All known debts, obligations and liabilities of the corporation have been paid and discharged or adequate provisions have been made therefore.
- FOURTH: All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.
- FIFTH: There are no suits pending against the corporation in any court, and adequate provisions have been made for the satisfaction of any judgement or order of decree which may be entered against it in any pending suit.

December 23, 1993.

Eagle Rock Insurance Inc.


Alfred N. Champion, Vice President


Ingeburg A. Champion, Secretary

Inst # 1993-41469

12/28/1993-41469
03:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 20.00

STATE OF COLORADO
COUNTY OF EL PASO

I, SUSAN T. HELMS, a notary public in said state do hereby certify that Alfred N. and Ingeburg A. Champion, whose signatures appear on page 1, personally appeared before me, and who, being duly sworn, declared that they are the Vice President and Secretary, respectively, of Eagle Rock Insurance Inc., an Alabama PROFIT corporation, and that they executed the document on page 1, on behalf of the corporation, and that the statements contained therein are true and correct. Dated this 23rd day of December 1993.

Susan T. Helms
Signature of Notary Public

My Commission expires 5-30-97

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

EAGLE ROCK INSURANCE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of _____ of EAGLE ROCK INSURANCE, 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 EAGLE ROCK INSURANCE, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 28 day of

DECEMBER, 19 93



Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1993-41469

12/28/1993-41469
03:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 20.00