

STATEMENT OF INTENT TO DISSOLVE

Access Management Corporation
By Act of the Corporation

Pursuant to the provisions of Section 10-2A-182, Code of Alabama, 1975, the undersigned **PROFIT** corporation submits the following Statement of Intent to Dissolve such corporation.

FIRST: The name of the corporation is: Access Management Corporation

SECOND: The names and respective addresses of its officers are:

NAME	OFFICE	ADDRESS
<u>Michael J. Ochotnicki</u>	PRESIDENT	<u>258 Tarringford Rd Winsted CT 06098</u>
<u>Kathy L Register</u>	VICE PRESIDENT	<u>P.O. Box 329 (508 Prince Ave) Swainsboro GA 30401</u>
<u>Kathy L Register</u>	SECRETARY	<u>P.O. Box 329 (508 Prince Ave) Swainsboro, GA 30401</u>
<u>Kathy L Register</u>	TREASURER	<u>P.O. Box 329 (508 Prince Ave) Swainsboro, GA 30401</u>

THIRD: The names and respective addresses of its directors are:

<u>Michael J. Ochotnicki</u>	<u>258 Tarringford Rd, Winsted CT 06098</u>
<u>Kathy L Register</u>	<u>P.O. Box 329 (508 Prince Ave) Swainsboro, GA 30401</u>

FOURTH: A copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation is attached hereto.

FIFTH: The number of shares outstanding at the time of such adoption was 1,000, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class:

CLASS	SHARES OUTSTANDING
	<u>1000</u>

SIXTH: The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively.

CLASS (IF ANY)	VOTED FOR	VOTED AGAINST
	<u>1000</u>	

STATE OF Alabama
COUNTY OF Jefferson

Michael J. Ochotnicki by Kathy L Register
(President or Vice President (Circle One) Proxycatby)
Kathy L Register
(Secretary or Assistant Secretary (Circle One) Proxycatby)

I, Paula H. DeLoach, a notary public in and for said State, do hereby certify that Kathy L Register personally appeared before me, who, being first duly sworn, declared that he/she is the Inst # 04/04/1994-10872 of Access Management Corp, an Alabama corporation, that he/she executed the foregoing document on behalf of the corporation and that the statements contained therein are true and correct. Dated this 29th day of March, 1994.

04/04/1994-10872
12:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 20.00

Paula H. DeLoach
Signature of Notary Public
My Commission expires 12-17-96

Inst # 1994-10872

**CORPORATE ACTION BY CONSENT OF THE
SHAREHOLDERS
OF
ACCESS MANAGEMENT CORPORATION**

As permitted by law, the undersigned MICHAEL J. OCHOTNICKY, by Power of Attorney and KATHY L. REGISTER, being all of the SHAREHOLDERS of the above corporation, unanimously adopt the following corporate action without a meeting.

RESOLVED, that the shareholders authorize the dissolution of the Corporation, and thus dissolution is hereby ratified and approved by the shareholders of the Corporation.

DATED: March 28, 1994

Michael J Ochotnicki *by Kathy L. Register*
MICHAEL J. OCHOTNICKY *Power of Attorney*

Kathy L. Register
KATHY L. REGISTER

SPECIAL POWER OF ATTORNEY

I, MICHAEL JOSEPH OCHOTNICKY, residing at 3005 DUNDEE LANE, BIRMINGHAM, Alabama 35242, hereby appoint KATHY LENORA REGISTER of 3005 DUNDEE LANE, BIRMINGHAM, Alabama 35242, as my Attorney-in-Fact ("Agent").

I hereby revoke any and all general powers of attorney that previously have been signed by me.

My Agent shall have full power and authority to act on my behalf but only to the extent permitted by this Special Power of Attorney. My Agent's powers shall include the power to:

1. Sell or convey my MERCEDES 280SL-1984, WHICH HAS A LOAN PENDING AT COMPASS BANK.

This power shall include the power to (i) sign contracts of sale and documents to transfer title (including bills of sale), and (ii) accept a security interest for any unpaid portion of the purchase price.

2. Manage, control, and operate the business known as ACCESS MANAGEMENT CORPORATION, and located at:

3005 DUNDEE LANE
BIRMINGHAM, Alabama

This power shall include the power to (i) make and carry out decisions regarding sales, purchases, employees, loans, and equipment, and (ii) take any action needed (at the discretion of my Agent) to operate the business. In addition, this power shall include the power to sell the business, dissolve it, or take any other action to conclude and close the business.

3. Prepare, sign, and file documents with any governmental body or agency, including but not limited to, authorization to:
 - a. Prepare, sign, and file income and other tax returns with federal, state, local, and other governmental bodies.
 - b. Obtain information or documents from any government or its agencies, and negotiate, compromise, or settle any matter with such government or agency (including tax matters).
 - c. Prepare applications, provide information, and perform any other act reasonably requested by any government or its agencies in connection with governmental benefits (including military and Social Security benefits).
4. Act on my behalf with respect to the following matters:
 - Insurance and annuity transactions
 - Retirement plan transactions
 - The purchase and/or maintenance of life insurance on my life or the life of any other appropriate person.
 - Employment of professional and business assistance as may be appropriate, including attorneys, accountants, and real estate agents.

I hereby grant to my Agent the full right, power, and authority to do every act, deed, and thing necessary or advisable to be done regarding the above powers, as fully as I could do if personally present and acting.

Any power or authority granted to my Agent under this document shall be limited to the extent necessary to prevent this Power of Attorney from causing (i) my income to be taxable to my Agent, (ii) my assets to be subject to a general power of appointment by my Agent, and (iii) my Agent to have any incidents of ownership with respect to any life insurance policies that I may own on the life of my Agent.

My Agent shall not be liable for any loss that results from a judgment error that was made in good faith. However, my Agent shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of this Power of Attorney.

My Agent shall be entitled to reasonable compensation for any services provided as my Agent. My Agent shall be entitled to reimbursement of all reasonable expenses incurred in connection with this Power of Attorney.

My Agent shall provide an accounting for all funds handled and all acts performed as my Agent, if I so request or if such a request is made by any authorized personal representative or fiduciary acting on my behalf.

This Power of Attorney shall become effective immediately, shall not be affected by my disability or lack of mental competence, and shall continue effective until my death; provided, however, that this Power may be revoked by me at any time by providing written notice to my Agent.

Dated 1/26, 1994, at BIRMINGHAM, Alabama.

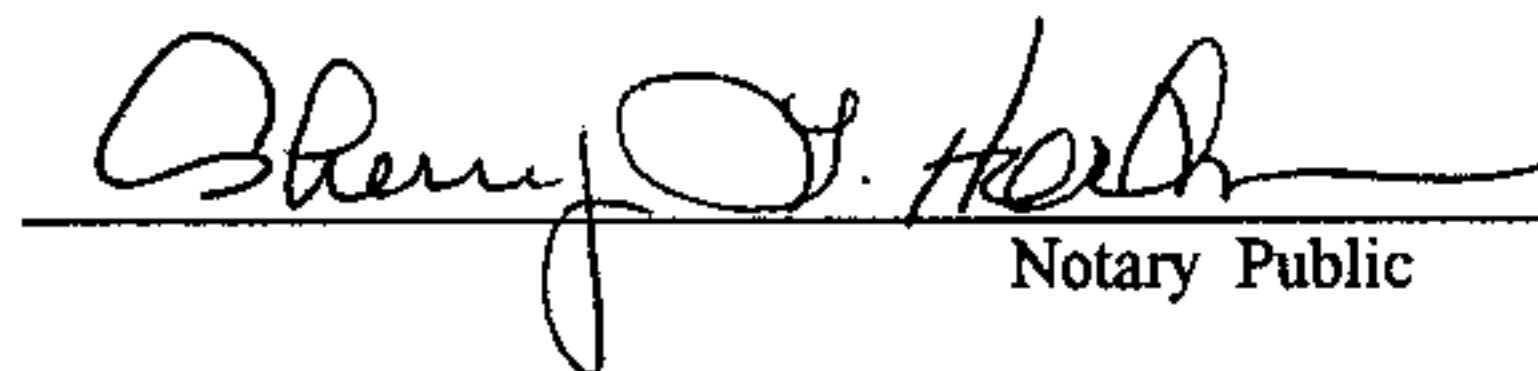

MICHAEL JOSEPH OCHOTNICKY

STATE/Commonwealth of ALABAMA)

COUNTY/Parish/Borough of SHELBY)

ss:

On this 26th day of January, 1994, before me, the undersigned, a Notary Public for the State/Commonwealth of ALABAMA, personally appeared MICHAEL JOSEPH OCHOTNICKY to me known (or to me proved) to be the identical person named in and who executed the above Power of Attorney, and acknowledged that such person executed it as such person's voluntary act and deed.


Notary Public

MY COMMISSION EXPIRES JULY 2, 1995

Inst # 1994-10872

04/04/1994-10872
12:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 20.00

Inst # 1994-10872