

This Instrument Prepared by:

Clayton T. Sweeney, Esq,
2700 Highway 280 East
Suite 290E
Birmingham, AL 35223

STATEMENT OF INTENT TO DISSOLVE
OAK BROOK ESTATES, INC.
BY WRITTEN CONSENT OF THE SHAREHOLDERS

TO THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama (1975), the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of the shareholders:

FIRST: The name of the corporation is Oak Brook Estates, Inc.

SECOND: The names and addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Donald M. Acton	President	2232 Cahaba Valley Drive Birmingham, AL 35242
R. Steven Jones	Vice-President	478 County Road 498 Clanton, AL 35045
William F. Spratlin	Vice-President	2232 Cahaba Valley Drive Birmingham, AL 35242
Rodney McGinnis	Vice-President	2232 Cahaba Valley Drive Birmingham, AL 35242
Mark H. Acton	Secretary and Treasurer	2600 Lakeland Trail Birmingham, AL 35243

THIRD: The names and addresses of its directors are:

<u>Name</u>	<u>Address</u>
Donald M. Acton	2232 Cahaba Valley Drive Birmingham, AL 35242
R. Steven Jones	478 County Road 498 Clanton, AL 35045
William F. Spratlin	2232 Cahaba Valley Drive Birmingham, AL 35242

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Rodney McGinnis

2232 Cahaba Valley Drive
Birmingham, AL 35242

Mark H. Acton

2600 Lakeland Trail
Birmingham, AL 35243

FOURTH: The following written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation.

WRITTEN CONSENT BY THE SHAREHOLDERS

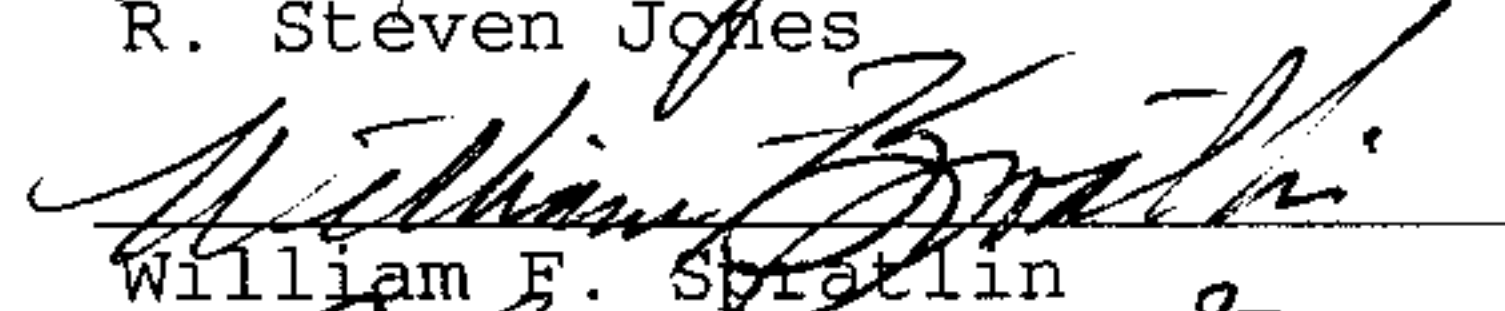
We, the undersigned, owners of all the issued and outstanding shares of stock of Oak Brook Estates, Inc., do hereby consent in writing to the dissolution of Oak Brook Estates, Inc.

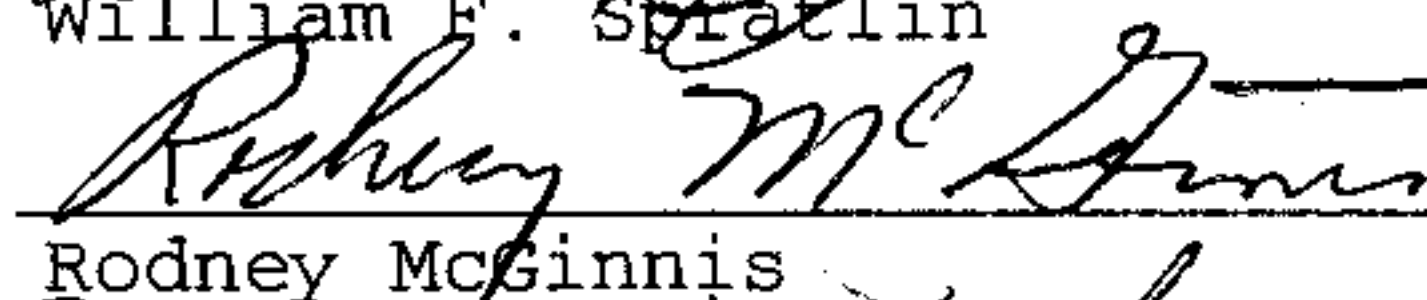
Dated this the 29th day of December, 1994.

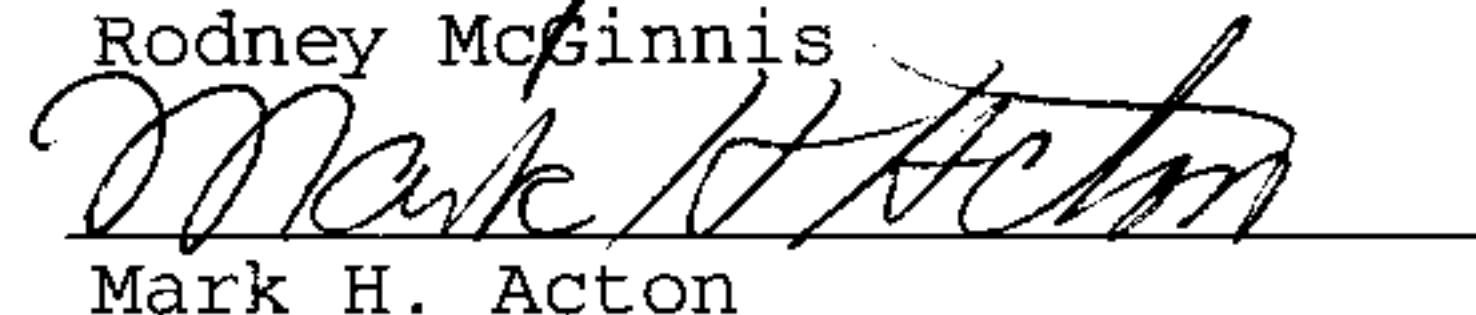
SHAREHOLDERS:


Donald M. Acton


R. Steven Jones

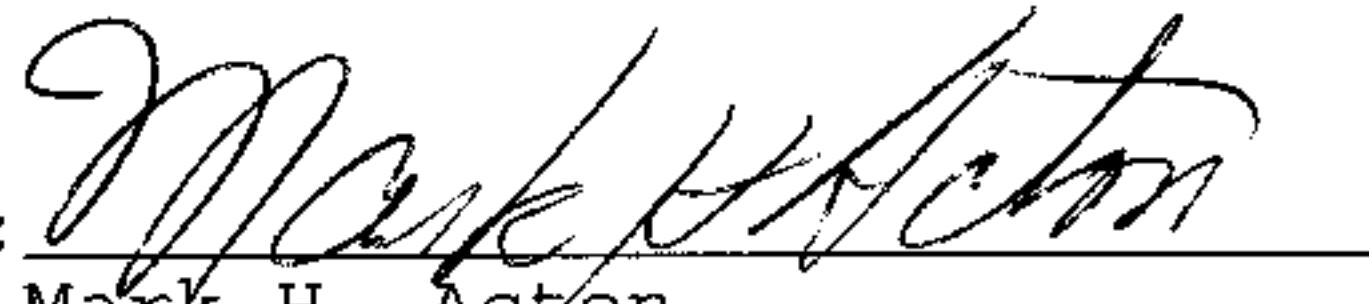

William F. Spratlin


Rodney McGinnis


Mark H. Acton

Oak Brook Estates, Inc.

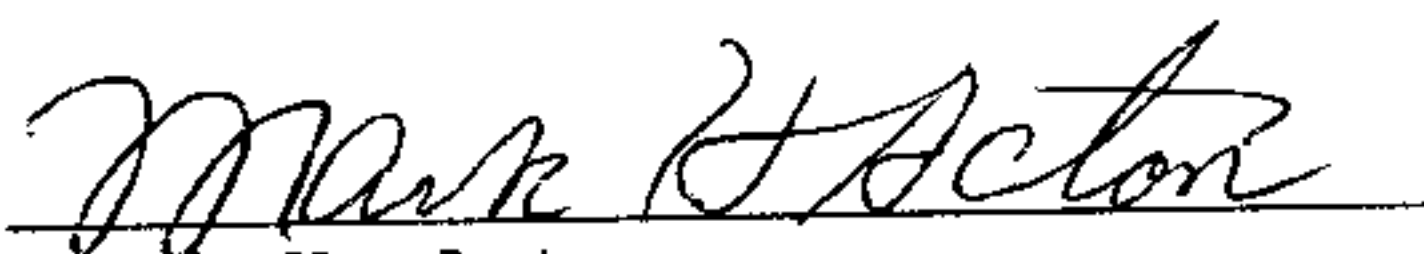
BY: 
Donald M. Acton
Its President

BY: 
Mark H. Acton
Its Secretary

Dated this the 29th day of December, 1994.

CERTIFICATE OF SECRETARY

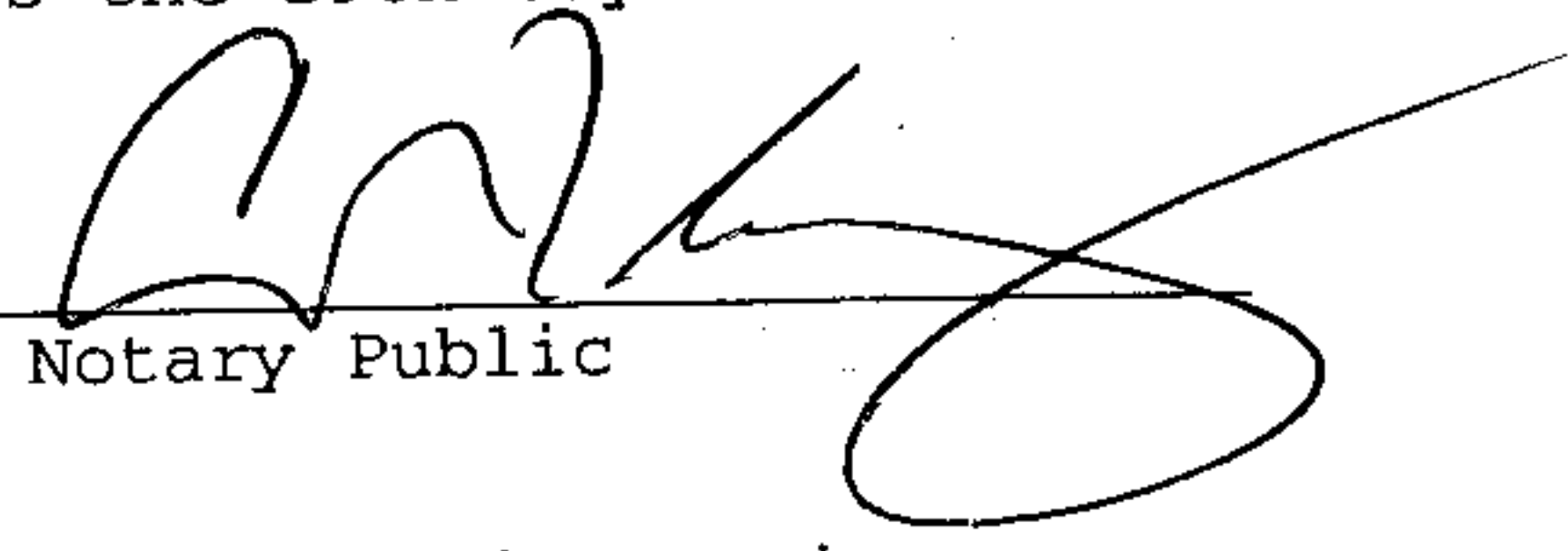
I, Mark H. Acton, Secretary of Oak Brook Estates, Inc., do hereby certify and verify that of the statements contained in the foregoing instrument are true and correct, that the Articles of Dissolution of Oak Brook Estates, Inc. were adopted by the unanimous written consent of the shareholders of the corporation, and that the President and Secretary signed the foregoing instrument.


Mark H. Acton
Its Secretary

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State do hereby certify that Donald M. Acton, and Mark H. Acton, whose names as President and Secretary of Oak Brook Estates, Inc., an Alabama Corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the foregoing instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this the 29th day of December, 1994.


Notary Public

My Commission Expires:
5/29/95

**SHAREHOLDERS' AGREEMENT FOR DISSOLUTION
OF
OAK BROOK ESTATES, INC.**

WHEREAS, the undersigned, being all of the shareholders of the issued and outstanding stock of Oak Brook Estates, Inc., an Alabama Corporation, has determined that it would be advisable and in the best interests of the corporation and the shareholders for the corporation to be dissolved; now therefore, by it:

1. RESOLVED, that the shareholders of Oak Brook Estates, Inc., hereby agree to the dissolution of the corporation;

2. RESOLVED FURTHER, that the officers and directors of Oak Brook Estates, Inc., are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all the corporation's assets and to exercise any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the officers and directors of Oak Brook Estates, Inc., are authorized and directed to apply 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 for all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their respective, rights and interests;

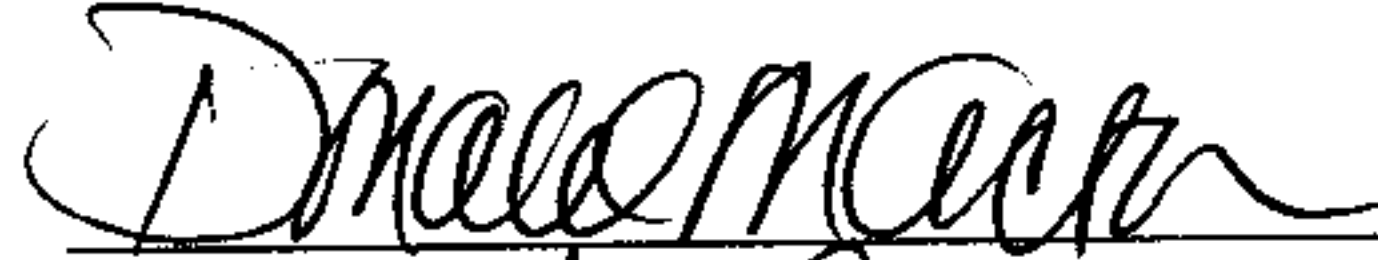
4. RESOLVED FURTHER, that the officers and directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of Oak Brook Estates, Inc., or on behalf of the corporation, including U.S. Treasury Department Form 966;

5. RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affair's and the dissolution of the corporation.

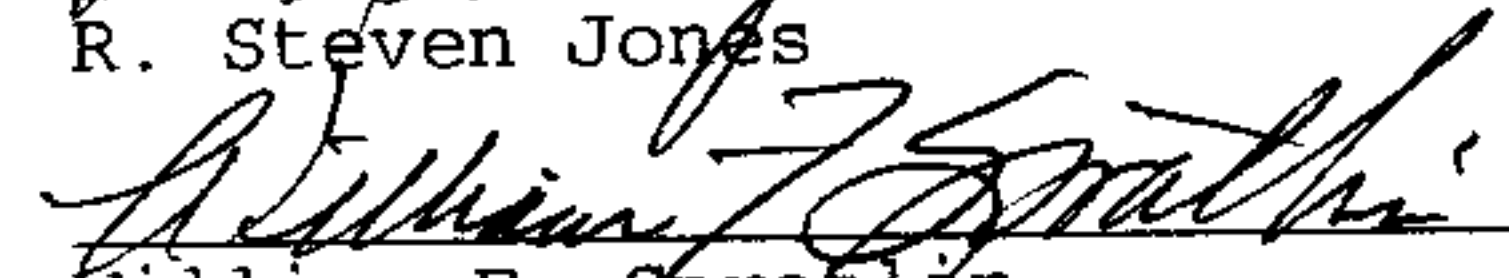
IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

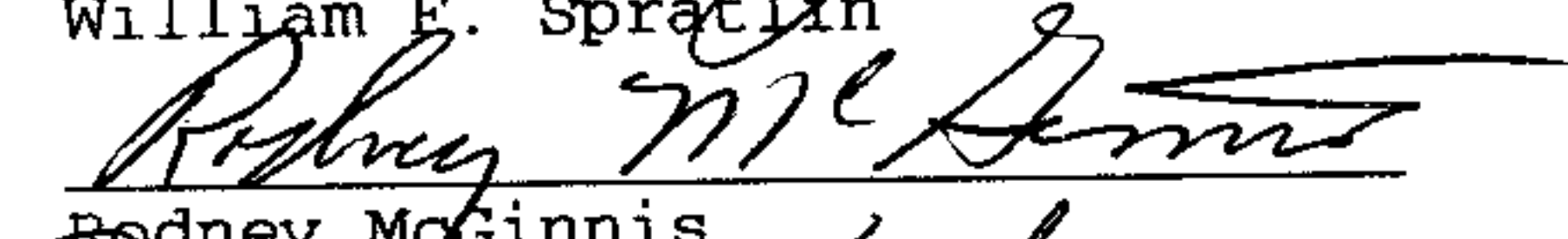
Executed on December 29, 1994.

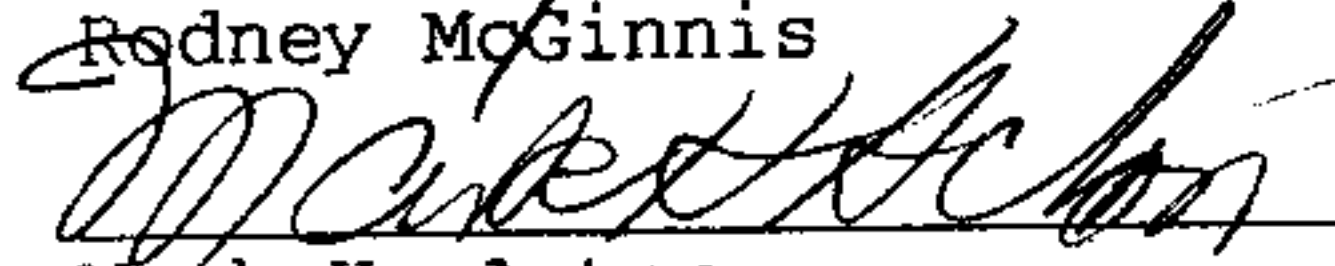
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