

**STATEMENT OF INTENT TO DISSOLVE
OF
SMC-FAMILY HEALTHCARE CENTERS, INC.
(the "Corporation")**

Pursuant to the provisions of Sections 10-3A-140, *et seq.* of the Code of Alabama, 1975, as amended (the "Act"), the undersigned Corporation through unanimous written consent of its directors adopts the following statement of intent to dissolve:

FIRST: The name of the Corporation is SMC-Family Healthcare Centers, Inc.

SECOND: The names and addresses of its officers are as follows:

President:	David Nolen National Bank of Commerce P. O. Box 100 Pelham, Alabama 35124
Vice President:	Charles C. Colvert P. O. Box 488 Alabaster, Alabama 35007
Treasurer:	James E. Riddle P. O. Box 488 Alabaster, Alabama 35007
Secretary:	H. A. Rubin P. O. Box 238 Alabaster, Alabama 35007

THIRD: The names and addresses of its directors are as follows:

David Nolen National Bank of Commerce P. O. Box 100 Pelham, Alabama 35124	H. A. Rubin P. O. Box 238 Alabaster, Alabama 35007
Charles C. Colvert P. O. Box 488 Alabaster, Alabama 35007	Kent Graeve Daniel Corporation 1200 Corporate Drive, Suite 400 Birmingham, Alabama 35242
James E. Riddle P. O. Box 488 Alabaster, Alabama 35007	Brenda Bourbon P. O. Box 488 Alabaster, Alabama 35007

FOURTH: The Corporation has no members. On October 30, 1996, the Board of Directors of the Corporation unanimously resolved to dissolve the Corporation.

SMC-FAMILY HEALTHCARE CENTERS, INC.

By: David Nolen
Its President

By: A. G. Keith
Its Secretary

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that David Nolen, whose name as President of SMC-Family Healthcare Centers, Inc., an Alabama nonprofit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he(she), as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 30th day of October, 1996.

[Signature]
Notary Public

AFFIX SEAL

My commission expires: 5/3/2000

Inst # 1996-36144

10/30/1996-36144
02:25 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 10.00