

This Instrument Prepared By:

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Attorney at Law  
Berkowitz, Lefkovits, Isom & Kushner  
1600 SouthTrust Tower  
Birmingham, Alabama 35203

Inst # 1997-38757

ARTICLES OF DISSOLUTION  
OF  
KEYINFO SYSTEMS, INC.

THE JUDGE OF PROBATE  
SHELBY COUNTY, ALABAMA

Pursuant to the provisions of Code of Alabama (1994) § 10-2B-14.03, KeyINFO Systems, Inc., an Alabama corporation (the "Corporation"), hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. NAME. The name of the Corporation is:

KeyINFO Systems, Inc.

2. AUTHORIZATION. The dissolution was authorized on October 19, 1997.

3. WRITTEN CONSENT OF SHAREHOLDERS. The dissolution was approved by the unanimous written consent of the shareholders of the Corporation pursuant to Code of Alabama (1994) § 10-2B-14.02(f), a copy of which is attached hereto as Exhibit A.

4. EFFECTIVE DATE. These Articles of Dissolution shall be effective on the date on which the same are filed with the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by the Corporation on October 19, 1997.

KEYINFO SYSTEMS, INC.

By: Bernard Schencker  
Bernard Schencker  
President

WRITTEN CONSENT OF THE SHAREHOLDERS  
TO THE DISSOLUTION OF  
KEYINFO SYSTEMS, INC.

The undersigned, being all of the shareholders of KeyINFO Systems, Inc., an Alabama corporation (the "Corporation"), hereby consent in writing to the voluntary dissolution of the Corporation pursuant to the provisions of Code of Alabama (1994) § 10-2B-14.02(f) and hereby authorize the directors and officers of the Corporation to execute, in the name and on behalf of the Corporation, such documents and to take any and all other actions, upon such terms and conditions as they may deem appropriate, necessary or advisable to dissolve and liquidate the Corporation under the laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Dissolution, as the shareholders of the Corporation on this the 19th day of October, 1997.

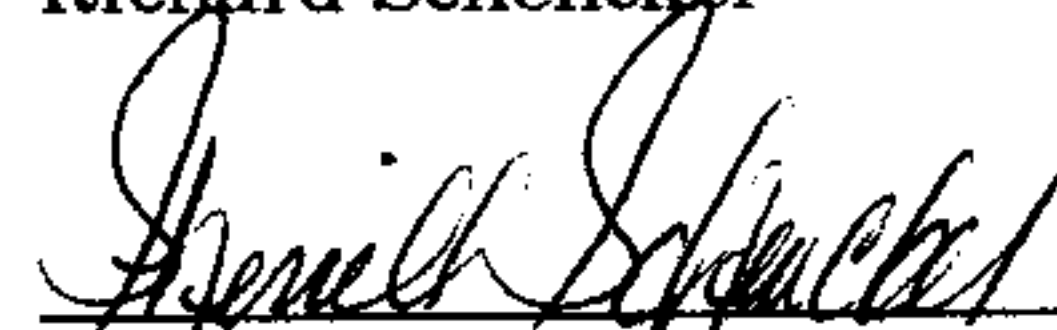
  
Bernard Schencker

  
Mitchell Schencker

  
Kenneth Schencker

  
Steven Schencker

  
Richard Schencker

  
Sherrill Schencker, Trustee of  
The Laura Annon Schencker Trust,  
Dated April 26, 1997  
Inst # 11926, 19957