

THIS INSTRUMENT PREPARED BY:

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Post Office Box 59807
Birmingham, AL 35259-0807

**ARTICLES OF DISSOLUTION
OF
ABLE-BYRD COOLING & ROOFING, INC.
PURSUANT TO CODE OF ALABAMA (1975) § 10-2B-14.01**

Pursuant to the provisions of Alabama Business Corporation Act, the undersigned Corporation adopts these Articles of Dissolution for the purpose of dissolving the Corporation.

FIRST: The name of the Corporation is ABLE-BYRD COOLING & ROOFING, INC..

SECOND: The Corporation filed a statement of intent to dissolve with the Probate Judge of Shelby County on December 2, 1997.

THIRD: All debts, obligations, and liabilities of the Corporation have been paid and discharged, or adequate provision has been made for their payment.

FOURTH: All remaining property of the Corporation has been distributed to the shareholders according to their respective rights and interests.

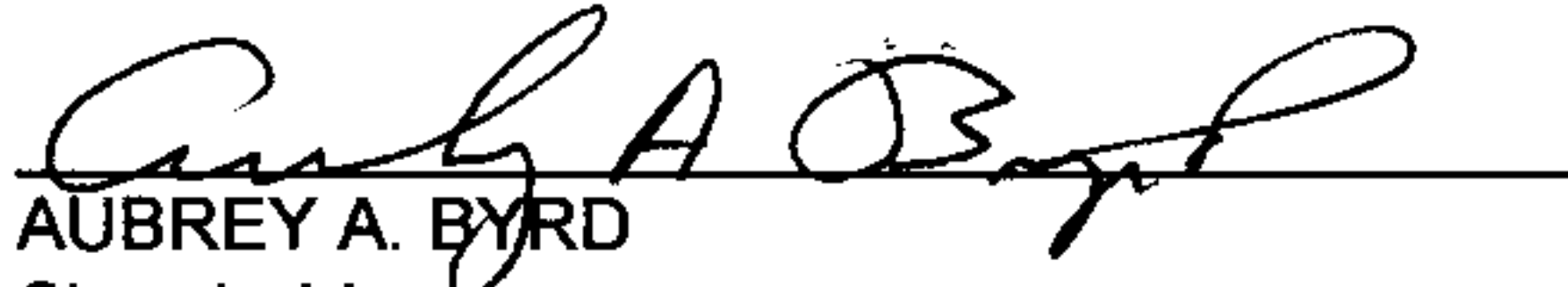
FIFTH: The sole shareholder of the Corporation has elected to have the Corporation dissolved.

SIXTH: There are no actions pending against the Corporation or adequate provisions have been made for the satisfaction of any judgment, order, or decree that may be entered against the Corporation in actions pending against it.

Inst # 1997-39227

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SHELBY COUNTY JUDGE OF PROBATE
004 HCD 30.00

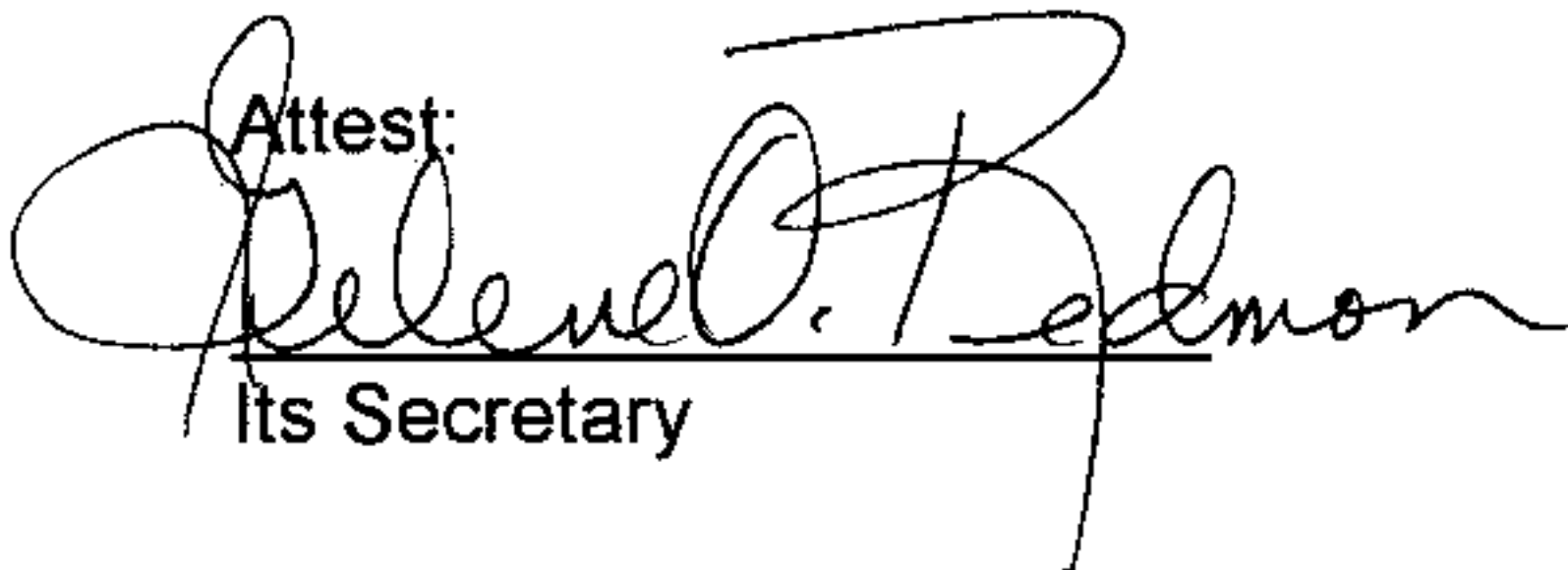
I, AUBREY A. BYRD, the owner of all of the outstanding shares of capital stock of ABLE-BYRD COOLING & ROOFING, INC., do hereby consent in writing to the dissolution of ABLE-BYRD COOLING & ROOFING, INC.


AUBREY A. BYRD
Shareholder

Dated: December 2, 1997.

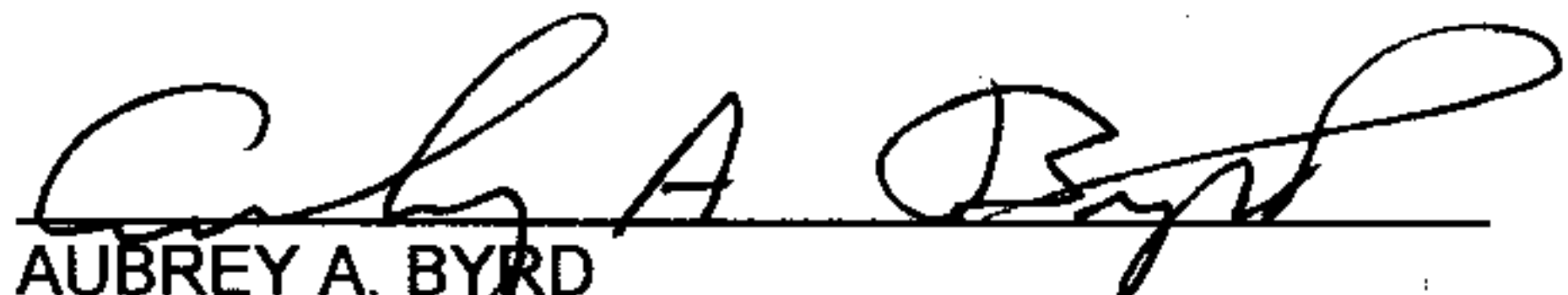
ABLE-BYRD COOLING & ROOFING, INC.

By: 
AUBREY A. BYRD
Its Sole Shareholder and Sole Director

Attest:

Its Secretary

CERTIFICATE

I, AUBREY A. BYRD, do hereby certify that all of the statements in the foregoing instrument are true and correct, that the dissolution of the Corporation was approved by the unanimous written consent of the shareholders of the Corporation, and that I signed the foregoing instrument as Sole Shareholder and Sole Director of the Corporation.


AUBREY A. BYRD

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that AUBREY A. BYRD whose name as Sole Shareholder and Sole Director is signed to the foregoing document and who is known to me, acknowledged before me on this day

that, being informed of the contents of the conveyance, he, as such shareholder and director and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 2nd day of December, 1997.

Jania K. Elliott
Notary Public

My commission expires: 7/1/2001

SHAREHOLDER'S WRITTEN CONSENT TO DISSOLUTION
OF
ABLE-BYRD COOLING & ROOFING, INC.

1. The undersigned as the sole shareholder of Able-Byrd Cooling & Roofing, Inc., a corporation organized under the laws of the State of Alabama. I have determined that it would be in the best interests of the Corporation and its shareholder for the Corporation to be dissolved. Therefore, pursuant to Section 10-2B-14.02(f) of the Alabama Code, I hereby consent to the dissolution of the Corporation.

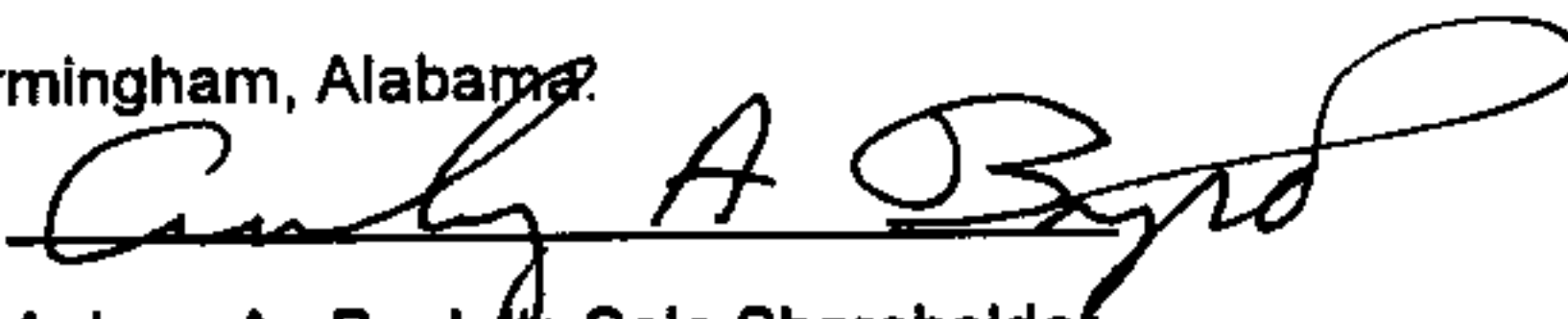
2. The shareholder further agree that the Officers and Directors of the Corporation are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto.

3. The shareholder further agree that the Officers and Directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholder, in cash or in kind, according to their respective rights and interests.

4. The shareholder further agree that the Officers and Directors of the Corporation are authorized and directed 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 the Corporation.

5. The shareholder further agree that, on completion of all liquidation procedures, the officers and Directors of the Corporation are authorized and directed to file all documents required by law to complete the winding up of the affairs and the dissolution of the Corporation.

EXECUTED on December 2, 1997, at Birmingham, Alabama.


Aubrey A. Byrd, Its Sole Shareholder

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