

ARTICLES OF DISSOLUTION

Pursuant to Sections 10-2B-14.02 and 10-2B-14.03 of the Alabama Code, Lloyd R. Wilson & Associates, Inc. an Alabama corporation, hereby adopts these Articles of Dissolution, which shall be effective June 30, 1997.

1. The name of the corporation is Lloyd R. Wilson & Associates, Inc.
2. The date dissolution was authorized is June 30, 1997.
3. The dissolution was approved by written consent of all shareholders of the corporation pursuant to Section 10-2B-14.02(f). A copy of the unanimous written consent is attached hereto as Exhibit A.
4. The effective date of the dissolution shall be June 30, 1997.

IN WITNESS WHEREOF, the corporation has caused its name to be signed hereto, by its President and Secretary, thereunto duly authorized by the shareholders of the corporation.

Lloyd R. Wilson & Associates, Inc.

By: 

Lloyd R. Wilson - President/Secretary

Inst # 1997-40117

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
LLOYD R. WILSON & ASSOCIATES, INC.**

WHEREAS, the Shareholders and Board of Directors of Lloyd R. Wilson & Associates, Inc., an Alabama corporation, have determined that it is in the best interest of the Corporation and of its Shareholders that the Corporation be dissolved.

RESOLVED, that the following Plan of Dissolution and Complete Liquidation is hereby adopted;

(1) Commencing on June 30, 1997 (hereinafter referred to as the "Effective Date" of the Plan of Dissolution and Complete Liquidation) and during the 12-month period ending on June 29, 1998, the President and Secretary of the Corporation are authorized and directed to commence all actions and do all things necessary to wind up the affairs of the Corporation, including those activities set forth in Section 10-2B-14.05 of the Code of Alabama. The President and Secretary are specifically authorized to enter into contracts for the lease, sale, conveyance, or assignment of all or part of the Corporation's assets and to execute, on behalf of the Corporation, all documents or instruments necessary or incident to such lease, sale, conveyance, or assignment.

(2) The President and Secretary of the Corporation are hereby authorized and directed to prepare, or cause to be prepared, Articles of Dissolution and other documents, and to take all actions deemed necessary to dissolve the Corporation. Unless otherwise directed by the Board of Directors, the President and Secretary shall cause the Articles of Dissolution to be filed with the Probate Court of Jefferson County on or before December 31, 1997.

(3) The President and Secretary of the Corporation are authorized to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the President and Secretary are authorized and required 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) The President and Secretary are directed to complete the wind-up of the Corporation's affairs and the distribution of the remaining assets, if any, within the twelve month period ending on June 29, 1998.

RESOLVED, that the adoption date of this Plan of Complete Liquidation shall be the date of execution of this Unanimous Written Consent.

Executed on this 30th day of June, 1997 at Birmingham, Alabama.



Lloyd R. Wilson - Shareholder/Director

State of Alabama - Jefferson County
I certify this instrument filed on:
1997 JUL 09 A.M. 10:21
Recorded and \$
and \$ 11.00
Deed Tax and Fee Amt. 11.00
Total \$
GEORGE R. REYNOLDS, Judge of Probate



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Inst # 1997-40117

12/09/1997-40117
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SHELBY COUNTY JUDGE OF PROBATE
003 MEL 13.50