

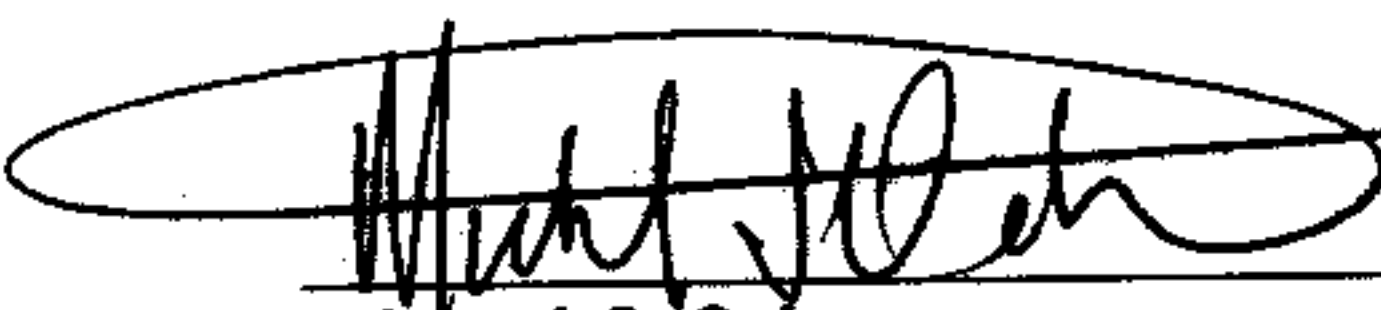
**ARTICLES OF DISSOLUTION
OF
TRACWARE, L.L.C.**

In compliance with the requirements of Section 10-12-42 of the Alabama Code, TracWare, L.L.C. (hereinafter referred to as the "Corporation"), presents the following Articles of Dissolution for filing in the Office of the Judge of Probate of Shelby County, State of Alabama, and further states:

1. That the name of the Corporation is TracWare, L.L.C.
2. That the Articles of Organization were filed in the Office of the Judge of Probate of Shelby County, Alabama on the 23rd day of May, 1996.
3. That all known debts, obligations and liabilities of the Corporation have been paid and discharged or that adequate provisions have been made therefore and that all the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
4. That TracWare, L.L.C. is no longer doing business and the Members have, in writing, consented to the dissolution at this time.



Frank A. Spina



Michael J. Oakman



Gerald L. Jowers, II

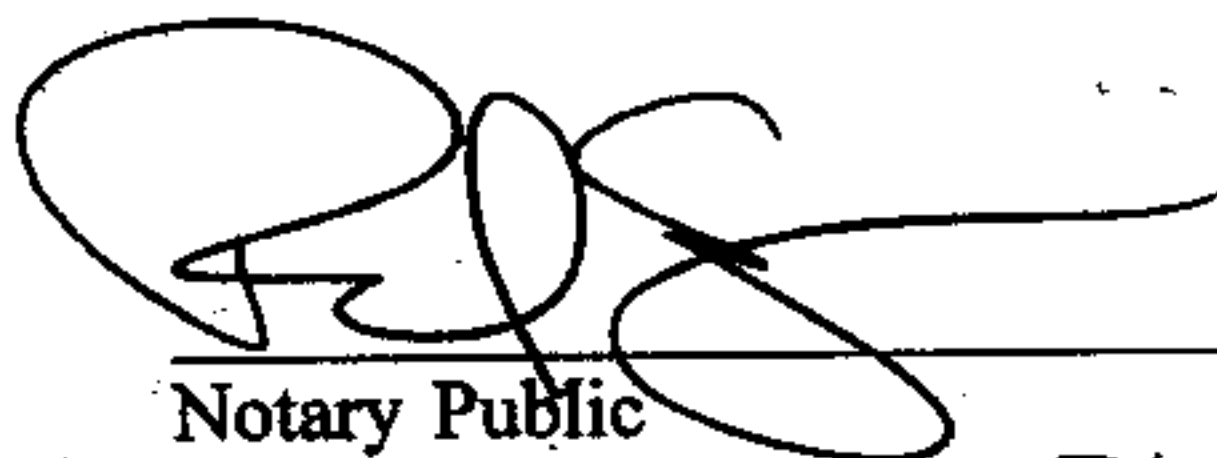
Inst # 1998-06602

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SHELBY COUNTY JUDGE OF PROBATE
003 MCD 20.00

Inst # 1998-06602

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, do hereby certify that on this the 31 day of December, 1997, personally appeared before me Frank A. Spina, who being by me first duly sworn, declared that he is a Member of TracWare, L.L.C., that he signed the foregoing documents as a Member of the Corporation, and that the statements therein contained are true.

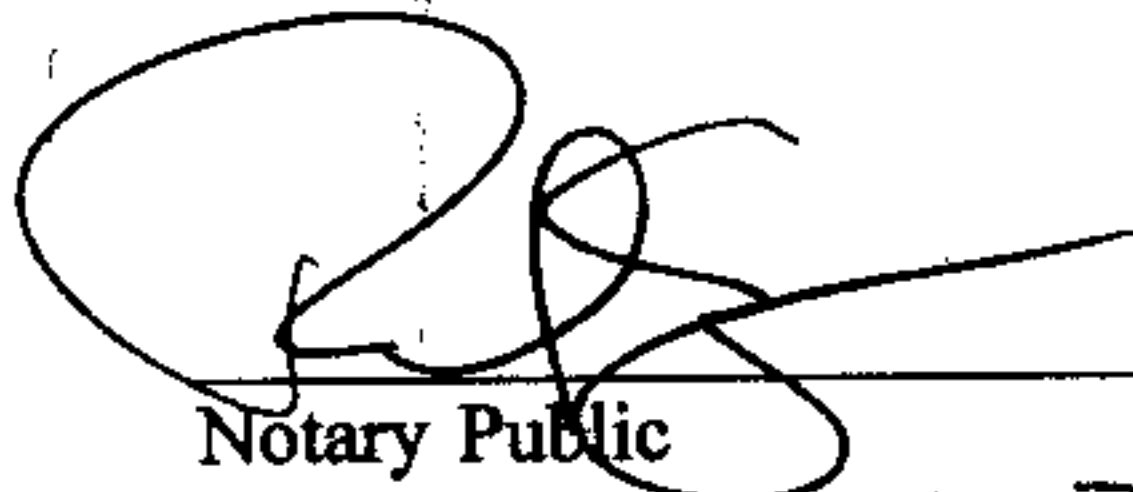


Notary Public

My Commission Expires: 3/3/99

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, do hereby certify that on this the 31 day of December, 1997, personally appeared before me Michael J. Oakman, who being by me first duly sworn, declared that he is a Member of TracWare, L.L.C., that he signed the foregoing documents as a Member of the Corporation, and that the statements therein contained are true.

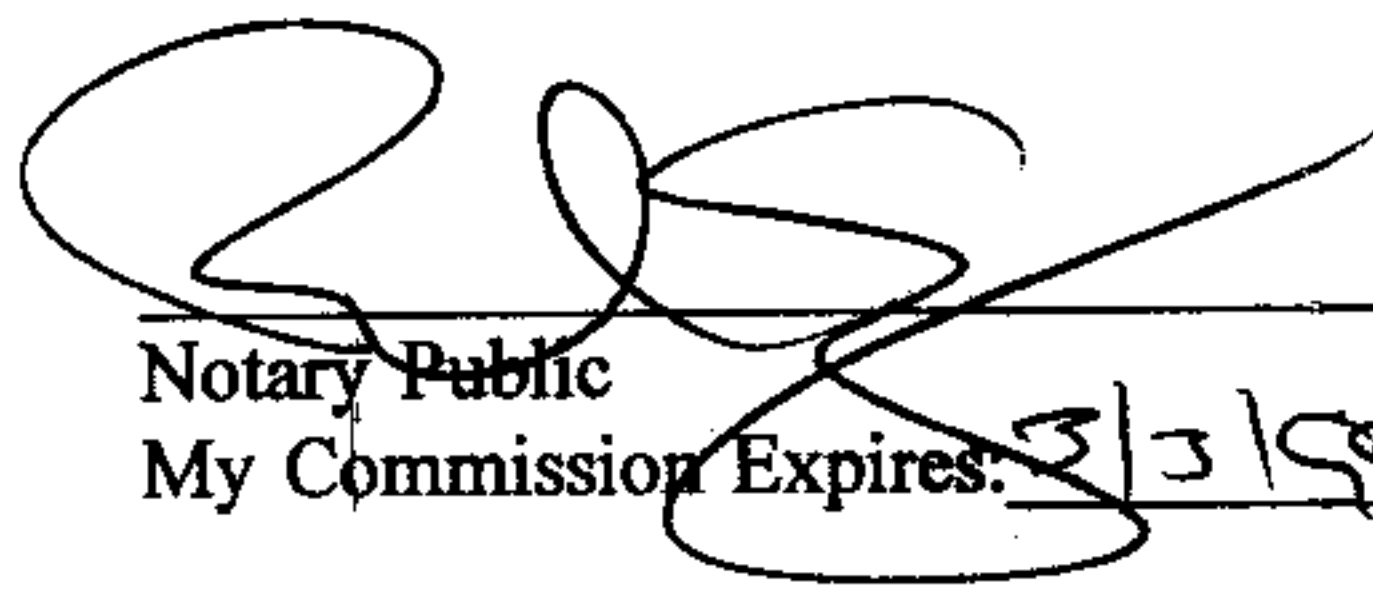


Notary Public

My Commission Expires: 3/3/99

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, do hereby certify that on this the 31 day of December, 1997, personally appeared before me Gerald L. Jowers, II, who being by me first duly sworn, declared that he is a Member of TracWare, L.L.C., that he signed the foregoing documents as a Member of the Corporation, and that the statements therein contained are true.



Notary Public

My Commission Expires: 3/3/99

**UNANIMOUS CONSENT OF THE MEMBERS OF
TRACWARE, L.L.C.**

The undersigned, constituting all of the Members of TracWare, L.L.C., an Alabama Limited Liability Company, do hereby unanimously consent to the following resolutions:

RESOLVED, that the Members of the Corporation hereby unanimously consent to and approve the dissolution of TracWare, L.L.C.

BE IT FURTHER RESOLVED, that all of the assets of the Corporation have been previously sold or disposed.

BE IT FURTHER RESOLVED, that the Members of the Corporation are authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the dissolution of the Corporation in accordance with this consent and the laws of the State of Alabama.

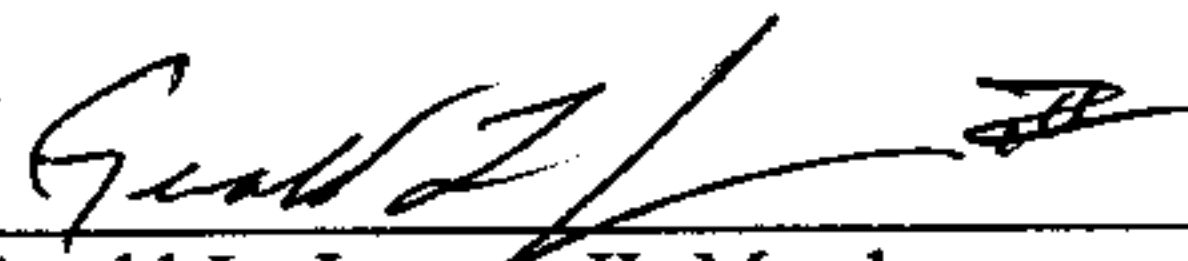
Executed this the 31 day of December, 1997.



Frank A. Spina, Member



Michael J. Oakman, Member



Gerald L. Jowers, II, Member

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