

**ARTICLES OF DISSOLUTION  
OF  
SHELBY CABLE, INC.  
(the "Corporation")**

Pursuant to the provisions of Section 10-2B-14.03 of the *Code of Alabama* (1975), as amended, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- FIRST:** The name of the Corporation is Shelby Cable, Inc.
- SECOND:** The dissolution of the Corporation was authorized on the 8<sup>th</sup> day of December, 1998.
- THIRD:** The dissolution of the Corporation was approved by the unanimous written consent of the shareholders of the Corporation pursuant to Section 10-2B-14.02(f) of the *Code of Alabama* (1975), as amended. A copy of said unanimous written consent is attached hereto as Exhibit A.
- FOURTH:** These Articles of Dissolution shall become effective upon the filing thereof with the Judge of Probate of Shelby County.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Dissolution to be executed by its duly authorized officer this 8<sup>th</sup> day of December, 1998.

**SHELBY CABLE, INC.**

By:   
William W. McDonald, Its: President

This document was prepared by:

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Inst # 1998-48806

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SHELBY COUNTY JUDGE OF PROBATE  
002 CRH 30.00

Exhibit "A"

UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS  
OF  
SHELBY CABLE, INC.

Pursuant to Section 10-2B-14.02 of the *Code of Alabama* (1975), as amended, the undersigned, being all of the shareholders of Shelby Cable, Inc., Inc., an Alabama corporation (the "Corporation"), hereby (i) consent to taking this action without a meeting, (ii) adopt the following resolutions as the actions of the shareholders of the Corporation in lieu of a meeting, and (iii) direct that this written consent be filed with the minutes of the proceedings of the Corporation:

**RESOLVED**, that the Corporation be dissolved, and that the President of the Corporation be, and hereby is, authorized, empowered and directed to do and perform all acts deemed necessary to effectuate the complete liquidation of the Corporation and the winding up of its affairs.


**RESOLVED FURTHER**, that the President of the Corporation is hereby authorized, directed and empowered to execute and deliver to the Probate Judge of Shelby County, for filing, Articles of Dissolution pursuant to Section 10-2B-14.03 of the *Code of Alabama*, together with a copy of this Consent Action.

**RESOLVED FURTHER**, that the President of the Corporation is hereby authorized and directed to execute and deliver any and all instruments and documents necessary or desirable to carry into effect the full intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 8<sup>th</sup> day of December, 1998.

SHAREHOLDERS:

  
William W. McDonald, Sr.

  
William W. McDonald, Jr.

  
Turner O. Waide

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