

**STATEMENT OF CANCELLATION OF REACQUIRED SHARES  
OF  
RESOURCE MANAGEMENT SERVICE, INC.**

Pursuant to the provision of Section 10-2B-6.32 of the Code of Alabama, the undersigned corporation hereby files this Statement of Cancellation of Reacquired Shares of Common Stock, Pursuant to Section 10-2B-6.32, the Corporation sets forth as follows:

FIRST: The name of the corporation is **RESOURCE MANAGEMENT SERVICE, INC.**

SECOND: The number of reacquired shares canceled by a resolution duly adopted by the Board of Directors on December 17, 1999, was 12,297 shares, all common stock of the only series of common stock authorized.

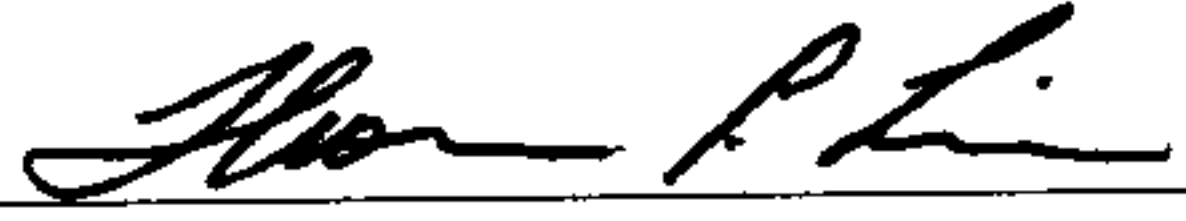
THIRD: After giving effect to the cancellation of shares, the aggregate number of issued shares of common stock, all of the only series issued, is 13,966 shares.

Dated: 2-11, 2000.

**RESOURCE MANAGEMENT SERVICE, INC.**

By   
President

ATTEST:

  
Secretary

Inst # 2000-05041

02/17/2000-05041  
09:31 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
001 CJ1 15.00