

STATE OF ALABAMA )

SHELBY COUNTY )

**STATEMENT OF CANCELLATION OF TREASURY SHARES**

**Whereas,** McCain Engineering Co., Inc. (the "Corporation") has reacquired shares of its common stock over a period of years which have been held as Treasury Stock; and

**Whereas,** all of the directors and all of the shareholders of the Corporation have approved a resolution to retire and cancel the Treasury Shares;

**Now, Therefore,** the Corporation files this Statement of Cancellation to effect of the cancellation of the shares, as follows:

1. The name of the Corporation is McCain Engineering Co., Inc.
2. By resolution adopted December 31, 1999 the board of directors and shareholders authorized the cancellation of 650 shares of common capital stock that had been reacquired and held as Treasury Stock.
3. After the cancellation of the 650 shares as herein stated, there remains issued and outstanding 350 shares of the voting common capital stock of the Corporation. There are no other classes of stock authorized or issued.
4. The Articles of Incorporation of the Corporation do not provide that the canceled shares may not be reissued. The number of shares of capital stock authorized remains 1,000 shares, all of which is voting common stock.

**In Witness Whereof,** the undersigned, being the President of McCain Engineering Co., Inc. has executed this document acting on behalf of the Corporation, as duly authorized.

  
\_\_\_\_\_  
Kyle W. McCain  
President, McCain Engineering Co., Inc.

Inst # 2000-09743

03/27/2000-09743  
12:46 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 CJ1 10.00

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
MCCAIN ENGINEERING CO., INC.**

The undersigned, being all of the members of the Board of Directors and all of the Shareholders of McCain Engineering Co., Inc., an Alabama Corporation, waives notice and agrees in writing, as permitted by Section 10-2B-8.21 and Section 10-2B-7.04, Code of Alabama 1975, to the following actions. This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors of this corporation and shall have like force and effect as if the resolutions and actions taken herein had been fully adopted and taken at a special meeting of the Board of Directors and Shareholders.

The following resolution is hereby adopted:

**Resolved**, that all of the 650 shares of Treasury Stock hereby are retired and hereafter shall be a part of the authorized and unissued shares of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors and all of the Shareholders of McCain Engineering Co., Inc. has hereunto set our hands on this the 31st day of December, 1999.

SHAREHOLDERS AND DIRECTORS:

  
\_\_\_\_\_  
Kyle W. McCain

Inst # 2000-09743

03/27/2000-09743  
12:46 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 CJ1 10.00