

**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:

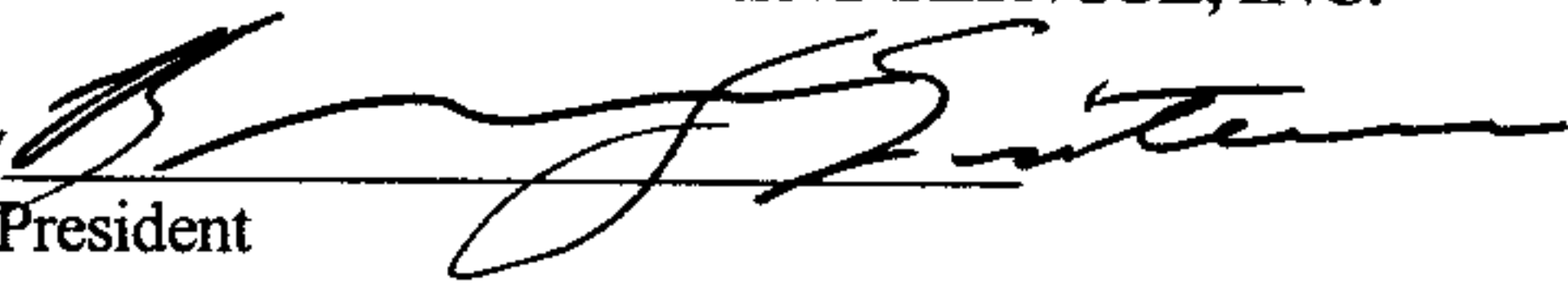
FIRST: The name of the corporation is **RESOURCE MANAGEMENT SERVICE, INC.**

SECOND: The number of reacquired shares canceled by a resolution duly adopted by the Board of Directors on December 15, 2000 was 130 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, the only series issued, is 13,836 shares.

Dated 1-11-2001

RESOURCE MANAGEMENT SERVICE, INC.

By 
President

ATTEST:


Secretary

Inst # 2001-01478

01/16/2001-01478
10:03 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

001 MMB 15.00