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Shelby Cnty Judge of Probate, AL
12/29/2003 12:00:00 FILED/CERTIFIED

RESOLUTION
BOARD OF DIRECTORS
FIRST NATIONAL BANK OF SHELBY COUNTY

BE IT RESOLVED by the Board of Directors of First National Bank of Shelby County that the Bank, as sole shareholder of First Shelby Credit, Inc., proceed to dissolve the corporation, and William T. Harrison as CEO of the Bank is authorized to execute any and all necessary documents on behalf of the Bank, and he as President of the corporation is authorized to execute any and all necessary documents of behalf of the corporation in order to complete the dissolution.

1st National Bank Shelby Co.

**SHAREHOLDER'S WRITTEN CONSENT TO
DISSOLUTION OF
FIRST SHELBY CREDIT, INC.**

1. The undersigned is the sole shareholder of First Shelby Credit, Inc., a corporation organized under the laws of the State of Alabama. The undersigned has determined that it would be in the best interests of the Corporation and its shareholder for the Corporation to be dissolved. Therefore, pursuant to § 10-2B-14.02(f) of the Code of Alabama, 1975, as amended, the undersigned hereby consents to the dissolution of the Corporation.

2. The undersigned further agrees that the officers and directors of the Corporation are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute and file any documents or instruments necessary and incident thereto.

3. The undersigned further agrees that the officers and directors of the Corporation are authorized and directed to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all its known debts, the officers and directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholder, in cash or in kind.

4. The undersigned further agrees that the officers and directors of the Corporation are authorized and directed to execute and file all documents, instruments, reports, tax returns, certificates, articles, and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation, and to attach a copy of this Consent to any Articles of Dissolution required to be filed.

Executed on the 26th day of February, 2003.

First National Bank of Shelby County
Sole shareholder

By William T. Harrison (CEO)
William T. Harrison as CEO

**ARTICLES OF DISSOLUTION
OF
FIRST SHELBY CREDIT, INC.**

Pursuant to § 10-2B-14.03, Code of Alabama 1975, as amended, the undersigned Corporation adopts these Articles of Dissolution for the purpose of dissolving the Corporation.

FIRST: The name of the Corporation is First Shelby Credit, Inc..

SECOND: The dissolution of the Corporation was authorized by written consent of all shareholders on the 26th day of February, 2003.

THIRD: A copy of the Shareholders' Written Consent to Dissolution, signed by all of the shareholders of the Corporation, is attached hereto.

Executed the 26th day of February, 2003.

First Shelby Credit, Inc.

by William T. Harrison, Pres
William T. Harrison, as President

CERTIFICATE

I, William T. Harrison, director and President of First Shelby Credit, Inc., do hereby certify that all of the statements in the foregoing instrument are true and correct, and that I signed the foregoing instrument as President of the Corporation.

William T. Harrison, Director + President
William T. Harrison, director and President

STATE OF ALABAMA

COUNTY OF SHELBY

I, the undersigned Notary Public do hereby certify that on the 26 day of February, 2003, personally appeared before me William T. Harrison and, being by me first duly sworn, declared that he is a director and the President of First Shelby Credit, Inc., that he signed the foregoing document as a director and the President of the Corporation, and that the statements contained in the document are true.

My commission expires:

May 6, 2004

Casey Lee
Notary Public

This instrument was prepared by William R. Justice, whose address is P. O. Box 1144, Columbiana, AL 35051.