

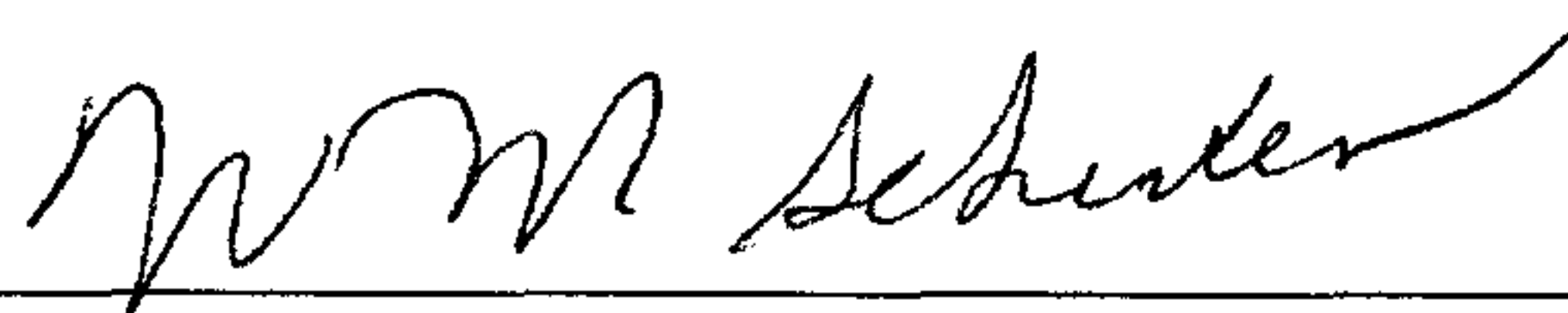
**ARTICLES OF DISSOLUTION
OF
THE DORIS M. SCHULER FOUNDATION**

Pursuant to the provisions of Section 10-3A-144 of the Alabama Nonprofit Corporation Act (the "Act"), The Doris M. Schuler Foundation, an Alabama nonprofit corporation (the "corporation"), executes these Articles of Dissolution:

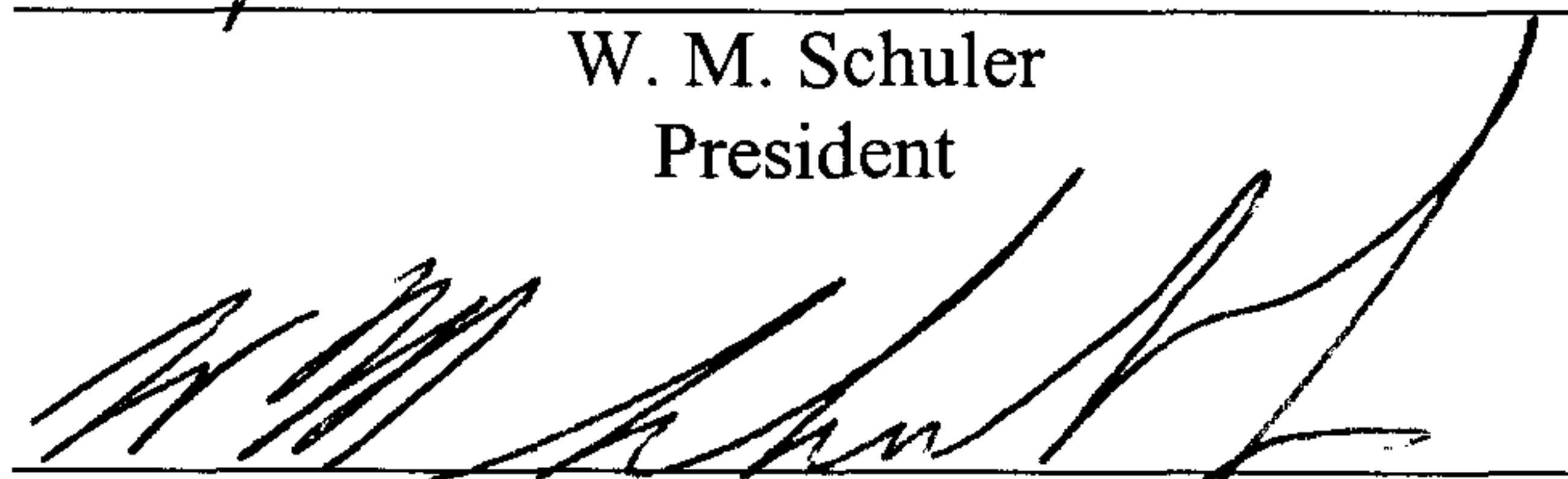
1. The name of the corporation is The Doris M. Schuler Foundation.
2. A statement of intent to dissolve the corporation was filed on December 30, 2003, immediately prior to the filing of these Articles of Dissolution.
3. All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.
4. The corporation did not adopt a plan of distribution.
5. All remaining property and assets of the corporation have been transferred, conveyed, or distributed in accordance with the provisions of the Act.
6. There are no suits pending against the corporation in any court.

IN WITNESS WHEREOF, The Doris M. Schuler Foundation has caused these Articles of Dissolution to be executed and verified by its duly authorized officers on this 30th day of December, 2003.

THE DORIS M. SCHULER FOUNDATION



W. M. Schuler
President

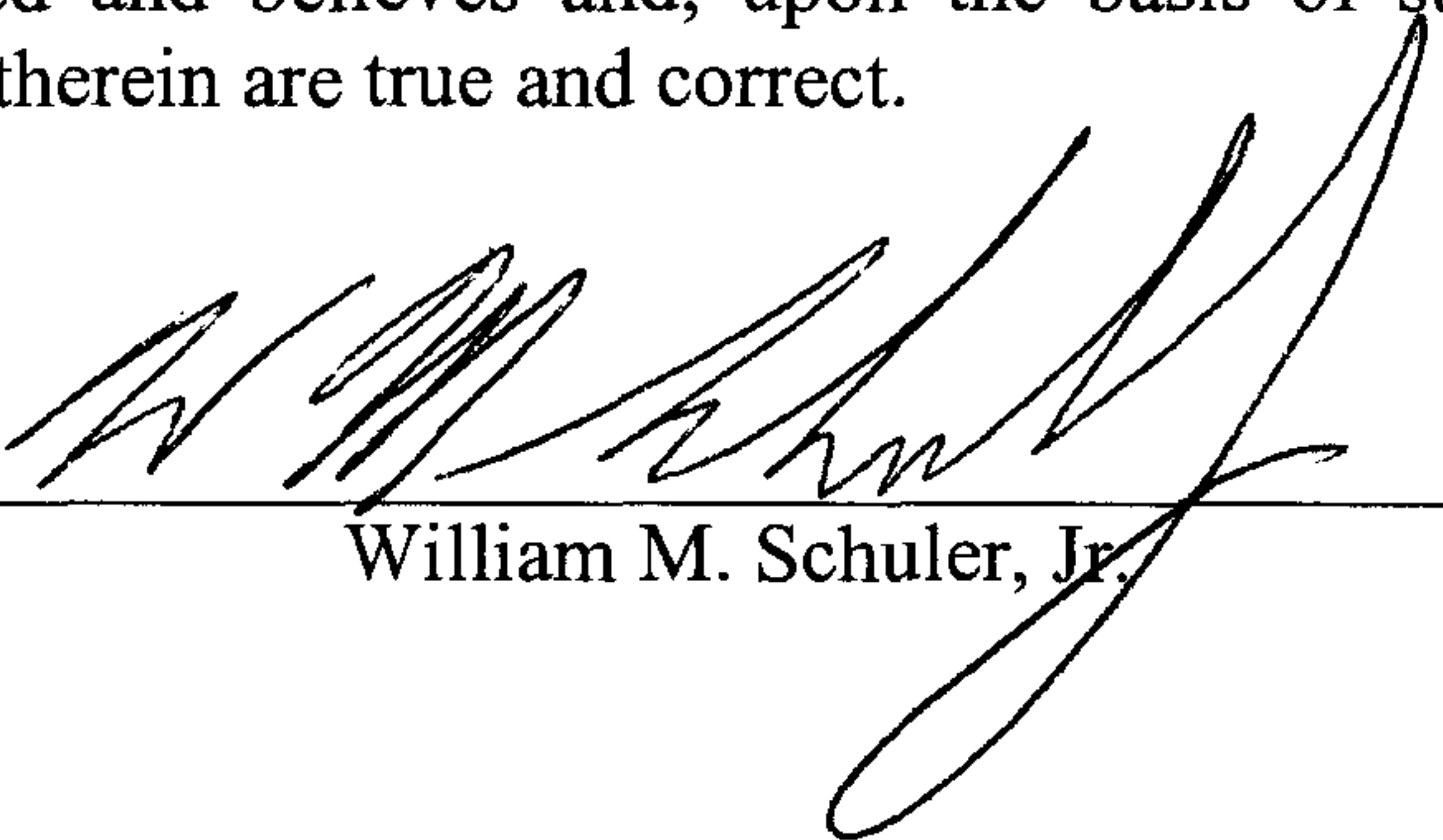


William M. Schuler, Jr.
Secretary

VERIFICATION

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Before me, a Notary Public in and for said county in said state, personally appeared William M. Schuler, Jr., who, being by me first duly sworn, deposes and says that he has read the foregoing Articles of Dissolution and is informed and believes and, upon the basis of such information and belief, avers that the facts alleged therein are true and correct.



William M. Schuler, Jr.

Subscribed and sworn to before me this 30th day of December, 2003.



Notary Public

[NOTARIAL SEAL]

My Commission expires 5/3/05

This instrument prepared by:
William L. Hinds, Jr., Esq.
Bradley Arant Rose & White LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203-2104
(205) 521-8000

State of Alabama Shelby County

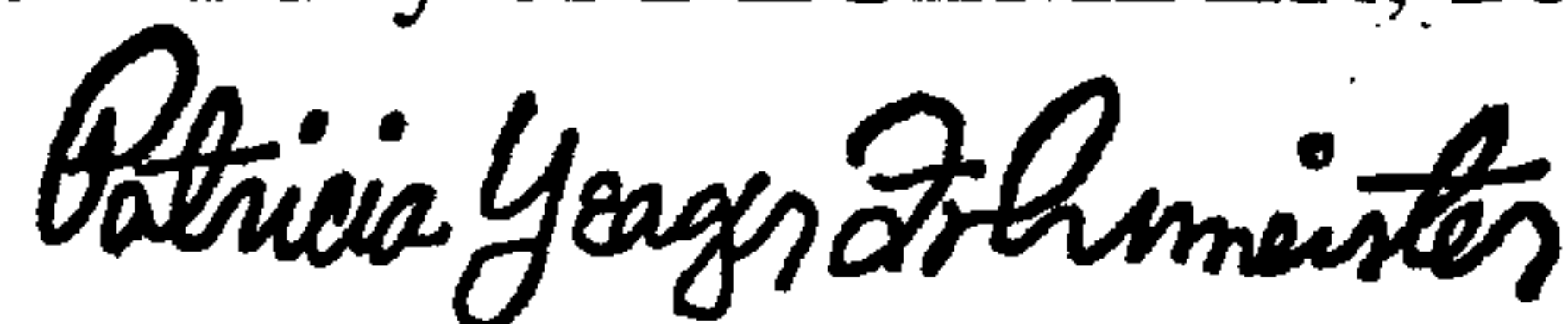
20031230000833050 Pg 3/3 15.00
Shelby Cnty Judge of Probate, AL
12/30/2003 14:47:00 FILED/CERTIFIED

Certificate of Incorporation DISSOLUTION Of **THE DORIS M SCHULER FOUNDATION**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **THE DORIS M SCHULER FOUNDATION**, signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in her by law, hereby issues this Certificate of Incorporation of **THE DORIS M SCHULER FOUNDATION**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 30TH day of DECEMBER, 2003.



Patricia Yeager Fuhrmeister
Judge of Probate