

**ARTICLES OF DISSOLUTION BY SHAREHOLDERS
OF DICKERSON & MORSE, P.C., AN ALABAMA PROFESSIONAL CORPORATION**

Pursuant to the provisions of the Code of Alabama, 1975, §§ 10-2B-14.02 and 10-2B-14.03, the shareholders of Dickerson & Morse, P.C. submit for filing with the Secretary of State of the State of Alabama the following articles of dissolution.

1. The name of the corporation, Dickerson & Morse, P.C., is as it exists in the records of the Secretary of State.
2. Dissolution of the corporation was authorized on the 30TH day of December, 2003.
3. Dissolution was approved by written consent of all shareholders in accordance with the Code of Alabama, 1975, § 10-2B-14.02(f). Attached hereto and incorporated herein by reference is a true and correct copy of the written consent of all of the shareholders to dissolve the corporation.

WITNESS, the signature of Onnie D. Dickerson, III, the President of the Corporation, on this the 30TH day of December, 2003.

Dickerson & Morse, P.C.

By: Onnie D. Dickerson III
Onnie D. Dickerson, III, Its President

ATTEST:

By: G. Wray Morse
G. Wray Morse, Its Secretary

This Instrument Prepared By:
G. Wray Morse, Esq.
1920 Valleydale Road
Birmingham, Alabama 35244

**CONSENT OF ALL SHAREHOLDERS
TO DISSOLVE DICKERSON & MORSE, P.C.,
AN ALABAMA PROFESSIONAL CORPORATION**

WHEREAS, Dickerson & Morse, P.C., an Alabama professional corporation, was incorporated in Shelby County, Alabama, on to-wit, the 13th day of November, 1996; and

WHEREAS, we, the undersigned shareholders, holding all of the outstanding shares of record of said professional corporation, deem it advisable to and in the best interest of the corporation and its shareholders to voluntarily dissolve, pursuant to Code of Alabama, 1975, §10-2B-14.02.

NOW THEREFORE, the undersigned, each holding of record the number of shares hereinbelow indicated after his or her name, constituting all of the shareholders of this corporation, do hereby elect to voluntarily dissolve it, and do hereby consent to the voluntary dissolution of the corporation.

The undersigned do further hereby direct the officers and directors of this corporation to take such action as may be necessary or proper to dissolve it.

The corporation has 1,000 shares issued as outstanding on this date, all of which voted for and consented to said dissolution, as shown below:

<u>Name of Shareholder</u>	<u>Number of Shares</u>
Onnie D. Dickerson, III	500
G. Wray Morse	500

IN WITNESS WHEREOF, each shareholder has signed his signature on the date indicated below.

12/30/2004
Date

Onnie D. Dickerson, III
Onnie D. Dickerson, III
1203 Calais Lane
Key West, Florida 33040

12/30/2004
Date

G. Wray Morse
G. Wray Morse
2029 Shebia Drive
Birmingham, Alabama 35216

ATTEST:

By: G. Wray Morse
G. Wray Morse, Its Secretary