


This instrument was prepared by:

Philip E. Gable, Esquire
Philip E. Gable, P.C.
1572 Montgomery Highway, Suite 210
Birmingham, Alabama 35216

ARTICLES OF DISSOLUTION
OF
THE TOOL POUCH, INC.

In compliance with the requirements of Sections 10-2B-14.02 and 10-2B-14.03 of the Alabama Business Corporation Act, I, the undersigned, Charles G. Miller, as President and Secretary, of The Tool Pouch, Inc. (hereinafter referred to as "Corporation"), does hereby certify as follows:

1. The name of the Corporation is The Tool Pouch, Inc..
2. The sole shareholder of the Corporation authorized dissolution by written consent on the 31st day of December, 2003.
3. A copy of the written consent signed by the sole shareholder of the Corporation is attached hereto.


President and Secretary

STATE OF ALABAMA

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JEFFERSON COUNTY

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I, Susan Syphurs, a notary public, do hereby certify that on this 31st day of December, 2003, personally appeared before me Charles G. Miller, who, being by me first duly sworn, declared that he is the President and Secretary of The Tool Pouch, Inc., that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Susan D. Syphurs
Notary Public

My Commission expires: 1-13-07

SHAREHOLDER'S CONSENT
TO
VOLUNTARY DISSOLUTION
OF
THE TOOL POUCH, INC.

The undersigned, being the sole shareholder of The Tool Pouch, Inc., a corporation created and existing under and by virtue of the laws of the State of Alabama, deeming it advisable and in the best interests of said Corporation that the same shall forthwith be dissolved, hereby consents to the dissolution of said Corporation, as provided by Section 10-2B-14.02, and does sign this Consent to the end that it may be filed in the Office of the Judge of Probate of Jefferson County, State of Alabama, as provided by law.



Charles G. Miller