

THIS INSTRUMENT WAS  
PREPARED BY:  
Anthony C. Willoughby, Esquire  
P.O. Box 43605  
Birmingham, Alabama 35243

STATE OF ALABAMA     )  
                                  )  
JEFFERSON COUNTY     )

**ARTICLES OF DISSOLUTION  
OF  
Incentive Procurement Group, LLC.**

THIS IS TO CERTIFY THAT:

FIRST: The name of the limited liability company (the ``Company") is Incentive Procurement Group, L.L.C.

SECOND: The Articles of Organization of the Company were filed on April 4, 2008.

THIRD: The reason for filing the Articles of Dissolution is due to a Unanimous Consent of the Members of Incentive Procurement Group, LLC.

FOURTH: The effective date of Articles of this Dissolution is December 31, 2009.

WITNESS the hands of the undersigned, the Members of Incentive Procurement Group, LLC, as of the 31st day of December, 2009.

  
\_\_\_\_\_  
Tony Willoughby, Member

  
\_\_\_\_\_  
Bill Ingram, Member

  
\_\_\_\_\_  
Bill Brock, Member