

STATE OF ALABAMA)
COUNTY OF SHELBY)


20101229000437850 1/2 \$31.00
Shelby Cnty Judge of Probate, AL
12/29/2010 11:49:51 AM FILED/CERT

**ARTICLES OF DISSOLUTION
OF
CONSUMER ALLIANCE AND WARRANTY GROUP, INC.**

Pursuant to Section 10-2B-14.03 of the Alabama Code, Consumer Alliance and Warranty Group, Inc. (the "Corporation") hereby adopts these Articles of Dissolution:

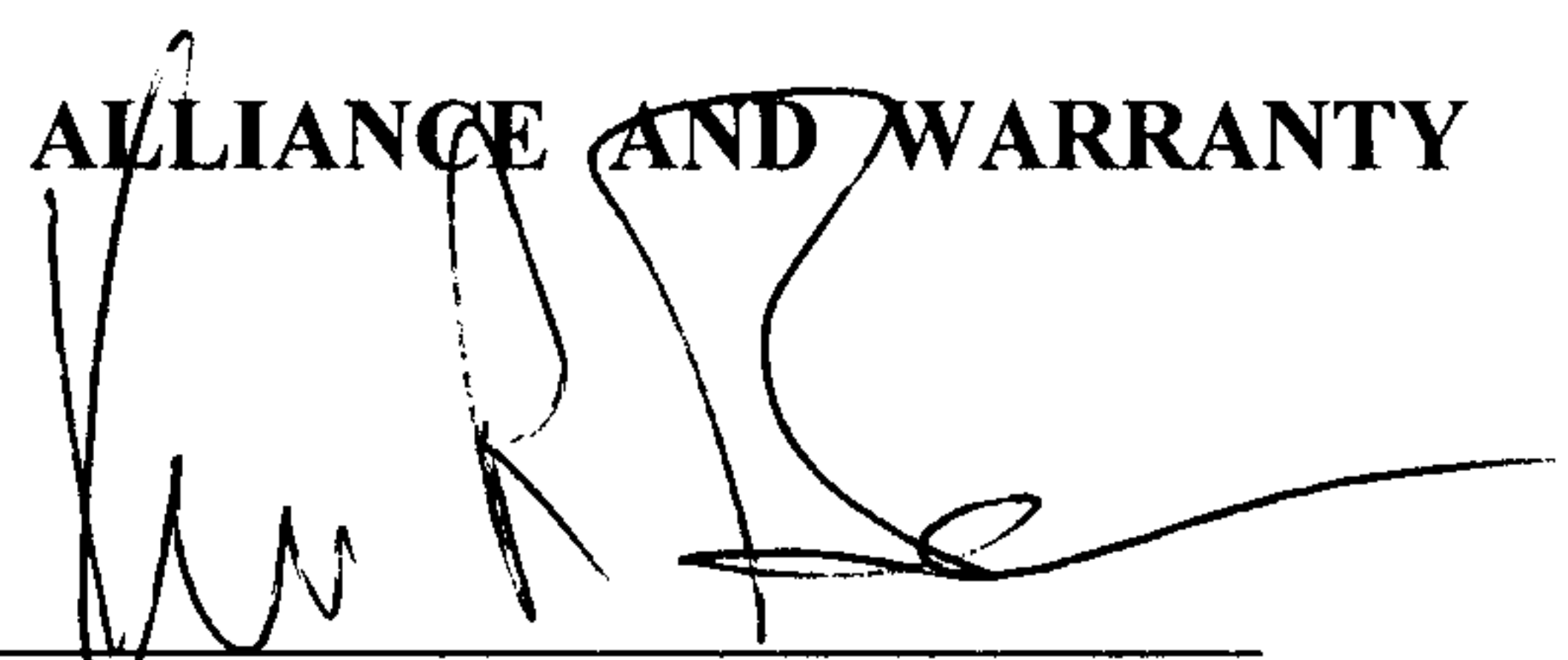
FIRST: The name of the Corporation is Consumer Alliance and Warranty Group, Inc.

SECOND: The dissolution of the Corporation was authorized on December 11, 2010.

THIRD: Pursuant to Section 10-2B-14.02(f), the dissolution of the Corporation was approved by written consent of the board of directors and all shareholders as shown on Attachment A hereto.

Dated this 11th day of December, 2010.

**CONSUMER ALLIANCE AND WARRANTY
GROUP, INC.**

By: 
Kevin R. Gann
Its President

**CONSENT OF THE SHAREHOLDERS
AND BOARD OF DIRECTORS OF
CONSUMER ALLIANCE AND WARRANTY GROUP, INC.
IN LIEU OF A MEETING**

The following actions were taken by consent of all of the Shareholders and Board of Directors of Consumer Alliance and Warranty Group, Inc., an Alabama corporation (the "Corporation"), through this instrument in lieu of a meeting, effective on the 21 day of December, 2010, pursuant to Section 10-2B-7.04 and Section 10-2B-8.21, Code of Alabama (1975):

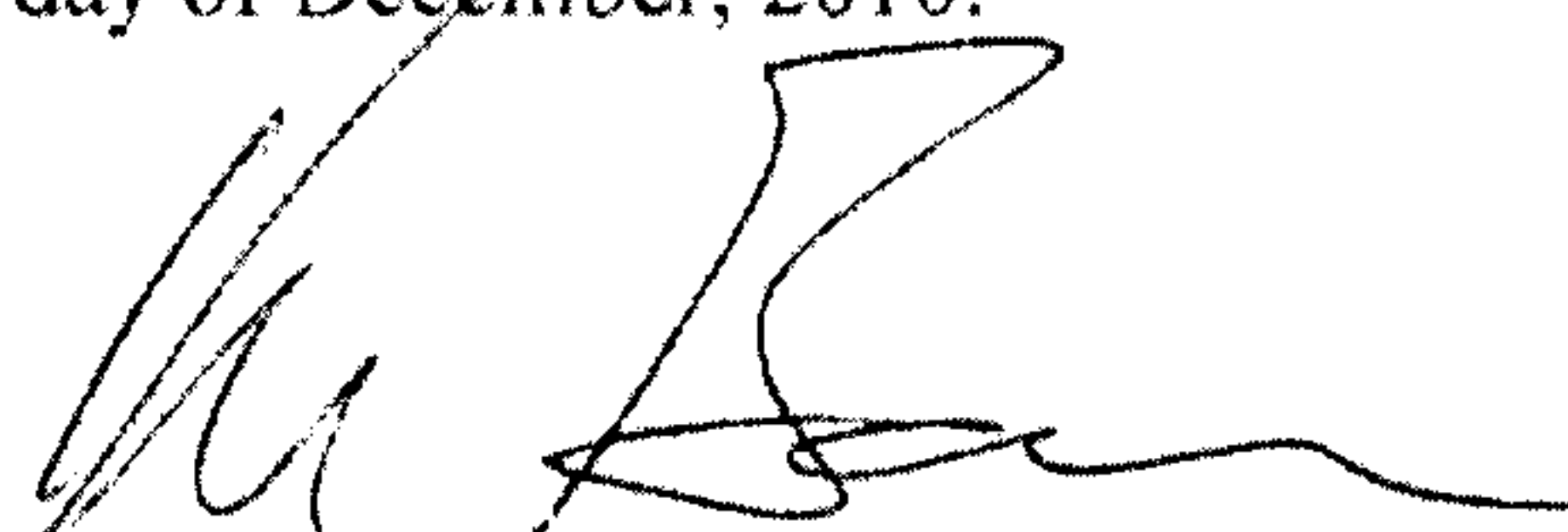
1. Adoption of the following resolutions:

RESOLVED, by the Board of Directors and Shareholders of the Corporation, that it is in the interest of the Corporation and its Shareholders that the Corporation be liquidated and to that end, the President is instructed to execute such documents, bills of sale, and transfers as may be needed to vest title to all of the assets of the Corporation in its Shareholders, in exchange for the surrender, properly endorsed, of the stock certificate(s) representing all of the outstanding capital stock of the Corporation which stock certificate(s) shall then be cancelled and shall not be reissued.

FURTHER RESOLVED, that as soon as the assets have been transferred to the Shareholders and Articles of Dissolution has been filed with the Office of the Judge of Probate of Shelby County, Alabama, the Corporation shall be dissolved and its corporate existence terminated.

2. The Secretary was instructed to insert this instrument into the Corporation's minute book.

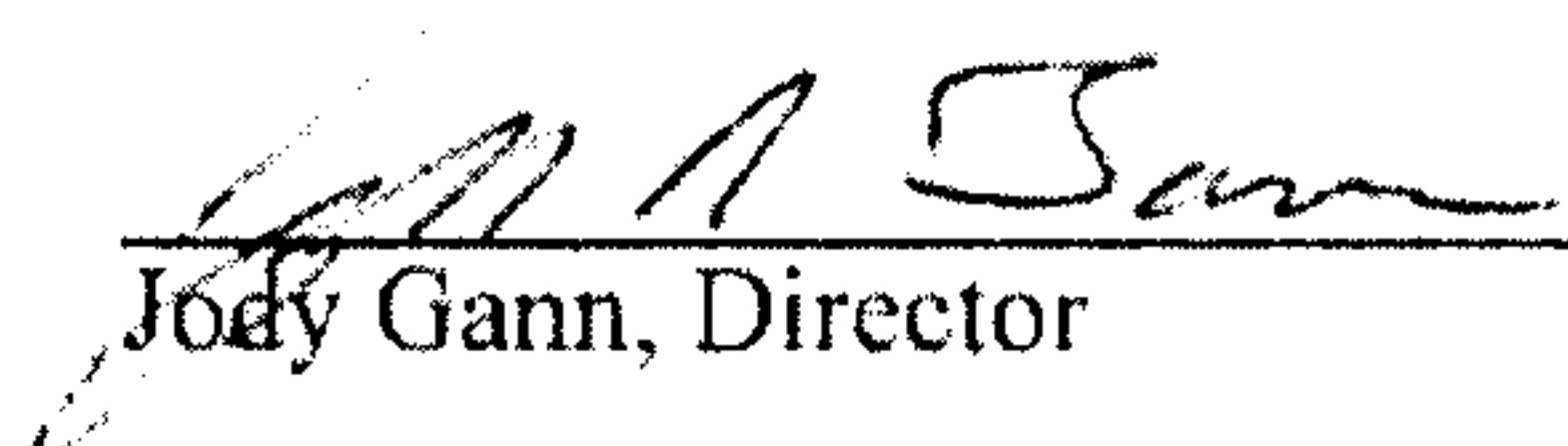
The foregoing actions were adopted, approved and consented to by the Shareholders and Board of Directors of the Corporation as of the 21 day of December, 2010.



Kevin Gann, Director and Shareholder



Don Gann, Director and Shareholder



Jody Gann, Director



Jeff Gann, Director