H49440 KIRKLAND & BARFIELD

> A PROFESSIONAL ASSOCIATION 120 NORTH CONGRESS STREET SUITE 1000 JACKSON, MISSISSIPPI 39201

WILLIAM T. WILKINS, IV

(601) 352-7500

MAILING ADDRESS:

POST OFFICE BOX 22989 JACKSON, MISSISSIPPI 39225-2989

May 28, 1997

FACSIMILE: (601) 353-6235

Florida Department of State Division of Corporations 409 E. Gaines Street P.O. Box 6327 Tallahassee, Florida 32314

Re:

Multi-Services, Inc.

Articles of Dissolution

700002198637--0 -05/02/97--01173--013 *****\$5.00 *****\$5.00

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SECRETARY OF STATI

Gentlemen:

Enclosed for filing are an original and two copies of the Articles of Dissolution for Multi-Services, Inc., with attached Written Consent of Shareholder to the dissolution. We have also enclosed our check for \$35.00 to cover the filing fee.

Please return a stamped "filed" copy of the Articles to us in the enclosed postage-paid envelope. Thank you for your accommodation.

Sincerely,

KIRKLAND & BARFIELD, P.A.

William T. Willem II

William T. Wilkins, IV

WTW:ghm Enclosures

cc:

Dan H. Broughton

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
Following articles of dissolution:

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the FLORIDA

FOLLowing articles of dissolution:

FIRST:	The name of the corporation is: Multi-Services, Inc.
SECOND:	The date dissolution was authorized: May 21, 1997
THIRD:	Adoption of Dissolution (CHECK ONE)
	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Diss	olution was approved by vote of the shareholders through voting groups.
	the following statement must be separately provided for each voting group ntitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by
_	(voting group)
Signe	ed this 21 day of May, 1997.
Signature _	Dan 18. Broughton
	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	Dan H. Broughton (Typed or printed name)
	President (Title)

WRITTEN CONSENT OF THE SHAREHOLDER OF MULTI-SERVICES, INC.

The undersigned, being the sole shareholder of the corporation, hereby consents to the actions taken as set forth in the following resolutions:

RESOLVED that the shareholder authorizes, consents to and approves the dissolution of the corporation.

RESOLVED that the President of the corporation is hereby authorized and directed to sign, on behalf of Multi-Services, Inc., Articles of Dissolution consistent with those attached hereto as Exhibit "A" and to take all actions necessary to file those Articles with the Department of State of Florida.

RESOLVED that the President of the corporation is further authorized to take any and all other actions necessary to effectuate and consummate the dissolution.

RESOLVED that this consent shall be effective on the date it is signed as indicated below.

The signing of this written consent by the shareholder shall constitute full ratification of the actions taken as set forth in the foregoing resolutions.

May 21, 1997 SIGNATURE/EFFECTIVE DATE

DAN H. BROUGHTON

SOLE SHAREHOLDER