

b. The number of shares of the Corporation outstanding at the time of such adoption was _____ and the number of shares entitled to vote thereon was:

Class Number of Shares

c. The number of shares voted for such Resolution was _____ and the number of shares voted against such Resolution was _____

d. Class Number of Shares Voted For Against

Date 9/30/83

Wayland H. Cato III, Inc. (Name of Corporation)

By Wayland H. Cato III, Sole Shareholder

[Signature of Wayland H. Cato III] (Title)

By _____ (Title)

After the filing of this statement with the Secretary of State, the corporation shall carry on no business except for the purpose of winding up and liquidating its affairs.

The Corporation shall immediately cause notice of the filing of the statement of intent to dissolve to be mailed to each known creditor of the corporation and to the S. C. Tax Commission. It shall also publish such notice in a newspaper published or having general circulation in the County in which the registered office of the corporation was located at the time of filing of this statement.

The Corporation shall fulfill or discharge its contracts, collect its Assets, convey and dispose of such properties as are not to be distributed in kind to its shareholders, pay, satisfy and discharge its liabilities and obligations, and do all other acts required or appropriate to wind up and to liquidate its business and affairs as expeditiously as practicable.

If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the corporation have been paid and discharged, or adequate provisions has been made therefor, and all remaining property and assets of the corporation have been distributed to its shareholders, Articles of Dissolution shall be executed, verified, and delivered for filing with the Secretary of State.

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STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

} ss.

The undersigned Wayland H. Cato, III, do hereby certify

that they are the duly elected and acting _____ and _____ respectively of Wayland H. Cato III, Inc. and is authorized to execute this document; that each of the undersigned does hereby further certify that he signed and was so authorized, has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at LA MESA, this 30th day of Sept, 1983

[Signature of Wayland H. Cato III] Wayland H. Cato, III, Sole Shareholder (Secretary or Assistant Secretary)

Signed by Sole Shareholder pursuant to Section 33-1-40(2)(D)

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