51400

STATEMENT OF INTENT TO DISSOLVE
TILFORD TRAVEL SERVICE, INC.

It is the intention of Tilford Travel Service, Inc., Incorporated in Kentucky, December 31, 1965 to dissolve itself under Internal Revenue Code Section 337. The corporation's EIN is 61-0655976. The corporation is located at 1215 South Third Street, Louisville, Kentucky 40203.

The Officers and Directors of the corporation are:

Joseph Ferguson, President & Treasurer
1532 Castlewood Avenue
Louisville, Kentucky 40204

Carol Ferguson, Vice-President
1532 Castlewood Avenue
Louisville, Kentucky 40204

Gerald F. McDaniel, Secretary
534 Forum Avenue
Louisville, Kentucky 40214

Joseph Ferguson, President & Treasurer

Gerald McDaniel, Secretary
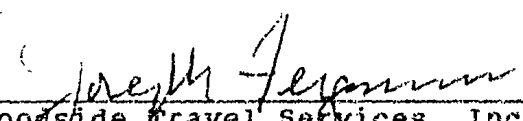
I verify that the above is complete and accurate.

Joseph Ferguson, President & Treasurer

March 26, 1987

SHAREHOLDER'S CONCENT TO DISSOLVE
TILFORD TRAVEL SERVICE, INC.

    Being the sole shareholder of Tilford Travel Service, Inc, located at 1215 South Third Street, Louisville, Kentucky 40203, I do hereby concent to the disolution of the corporation.

_____
Woodside Travel Services, Inc.
by/Joseph Ferguson, President

March 26, 1987

_____
GERALD McDANIEL, Secretary
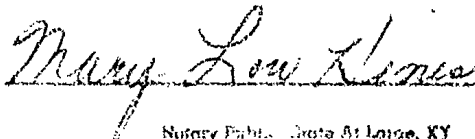
Commonwealth of Kentucky)

                 ss.:

County of Jefferson   )

     BE IT REMEMBERED, that on this 26th day of March, 1987, personally came before me, a Notary Public of the County and State aforesaid, Joseph Ferguson, President of Tilford Travel Service, Inc., a corporation of the Commonwealth of Kentucky, the corporation described in the foregoing statement of intent, known to me personally to be such, and he, the said Joseph Ferguson as such President duly executed such statement of intent before me and acknowledged the said statement of intent to be his act and deed and the act and deed of said corporation, that the signatures of the said President and of the Secretary of said corporation to said foregoing statement of intent are in the handwriting of the said President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said statement of intent is the common, or corporate, seal of said corporation; that the attached and foregoing list of directors and officers with their addresses is true and correct; that the attached consent of stockholders has been signed, in person, by the sole stockholder of the corporation entitled to vote.

     IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

                                Mary Lou Kimes

                                Notary Public, State At Large, KY
                                My Commission Expires August 14, 1990.

DREXELL R. DAVIS
SECRETARY OF STATE

April 9, 1987

SECRETARY OF STATE (502) 564-3490

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

CORPORATE FILINGS (502) 564-2848

CORPORATION RECORDS (502) 564-7330

Kentucky Revenue Cabinet
Corporate Tax Division
Station 52, P. O. Box 1302
Frankfort, Kentucky 40602

ATTENTION: Supervisor, Corporate Income Tax Section

RE: Tilford Travel Service, Inc.
            Louisville, Kentucky

            Domestic Corporation
            Incorporation Date - 12/31/65

            Joseph Ferguson
            1532 Castlewood Avenue
            Louisville, Kentucky 40204   474965

Gentlemen:

XXXXX The above named corporation has filed a Statement of
Intent to Dissolve. We are forwarding a copy of that Statement
to you, according to the provisions of KRS 271A.415. We also
call your attention to KRS 271A.465, which requires that we
receive tax clearance from the Kentucky Revenue Cabinet before
we can file the Articles of Dissolution.

(   ) The above named corporation has submitted an Application
for Withdrawal from Kentucky. We are forwarding to you a copy
of that Application, according to the provisions of KRS 271A.590.
This provision also requires that we receive tax clearance from
the Kentucky Revenue Cabinet before we can issue the Certificate
of Withdrawal.

                          Sincerely yours,

                          Drexell R. Davis
                          Secretary of State

cc: Division of Unemployment Insurance
     Contribution Section
     Cabinet for Human Resources
     CHR Building