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JAN 14 1987
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STATEMENT OF INTENT TO DISSOLVE
OF
WATER WORKS SUPPLIES OF KENTUCKY, INC.

Dwight Davis
KNOW ALL MEN BY THESE PRESENTS:
SECRETARY OF STATE

(a) The name of the Corporation is Water Works Supplies of Kentucky, Inc.

(b) The names and the post-office addresses of its officers are:

James B. Taylor
President and Treasurer
650 Starks Building
Louisville, Kentucky 40202

Shirley Jones
Secretary
650 Starks Building
Louisville, Kentucky 40202

(c) The name and the post-office address of the sole director are:

James B. Taylor
650 Starks Building
Louisville, Kentucky 40202

(d) A copy of the resolution of the sole shareholder authorizing dissolution of the Corporation is attached hereto.

(e) The number of shares outstanding is 100.

(f) The number of shares voted for dissolution was 100 and the number voting against dissolution was zero.

IN WITNESS WHEREOF, this instrument has been verified and acknowledged by James B. Taylor, President, and Shirley Jones, Secretary, of Water Works Supplies of Kentucky, Inc., as of this 12 day of January, 1987.

James B. Taylor
James B. Taylor, President

Shirley Jones
Shirley Jones, Secretary

STATE OF KENTUCKY

COUNTY OF JEFFERSON

I, the undersigned, a notary public, do hereby certify that on this 11 day of January, 1987, personally appeared before me JAMES B. TAYLOR, President, and SHIRLEY JONES, Secretary, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of WATER WORKS SUPPLIES OF KENTUCKY, INC., that they signed the foregoing document as President and Secretary, respectively, of the Corporation, and that the statements therein contained are true.

My commission expires: 6/12/90



Notary Public

This instrument was prepared by ROBERT A. MARSHALL, Attorney at Law, of Ewen, MacKenzie & Peden, P.S.C., 650 Starks Building, Louisville, Kentucky 40202.



ROBERT A. MARSHALL
1419C/107A

CERTIFICATION

I, Shirley Jones, being duly sworn, do hereby certify that I am the duly elected and qualified Secretary of Water Works Supplies of Kentucky, Inc., a Kentucky corporation, and that the following is a true, complete and correct copy of a resolution duly adopted by the written consent of the sole shareholder of Water Works Supplies of Kentucky, Inc. on December 31, 1986, in accordance with the Kentucky statutes and by-laws of the Corporation:

RESOLVED, that the following resolution adopted by the unanimous written consent of the Board of Directors, and referred to the sole shareholder for action, be and it is hereby adopted, approved and ratified:

Plan of Liquidation and Dissolution

1. The plan shall be and become effective upon the approval and adoption thereof by the affirmative vote of the sole shareholder of the Corporation. The Corporation shall be dissolved as soon as practicable after adoption of this plan.
2. Within thirty (30) days after the date the sole shareholder adopts the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Cincinnati, Ohio, together with a certified copy of this resolution.
3. The proper officers of the Corporation shall file a Statement of Intent to Dissolve pursuant to Sections 271A.415 and 271A.425 of the Kentucky Revised Statutes with the Secretary of State of the Commonwealth of Kentucky.
4. James B. Taylor and/or Shirley Jones shall act for the Corporation in winding up the affairs of the Corporation.

5. The Corporation shall proceed as far as possible to collect all accounts receivable and to settle any claims against the Corporation.

6. As soon as practicable, the Corporation, by its duly authorized officers and its sole director, shall distribute all assets, subject to any unpaid liabilities, whether known or unknown, to Water Works Supplies, Inc., the sole shareholder of the Corporation, in redemption and cancellation of the outstanding capital stock of the Corporation, by appropriate instruments of transfer.

7. Proper officers of the Corporation and counsel shall file all other forms and documents required by the Commonwealth of Kentucky and the Federal Government, including tax returns.

8. The actions in the foregoing paragraphs providing for the complete liquidation and the distribution of assets shall be commenced as soon as practicable, but in no event later than December 31, 1986.

9. The officers and sole director of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the sole shareholder under the plan adopted.

I do certify that such resolution is still in full force and effect.

Date: 12-31-86

Shirley Jones Secretary
Shirley Jones, Secretary

RECEIVED

JAN 14 1987

EWEN, MACKENZIE & PEDEN, P.S.C.

ATTORNEYS AT LAW

850 STARKS BUILDING

LOUISVILLE, KENTUCKY 40202-2509

SECRETARY OF STATE
COMMONWEALTH OF KY

OF COUNSEL

R. THOMAS BLACKBURN, JR.

CHARLES E. DUNCAN
1147 STARKS BUILDING
LOUISVILLE, KY 40202

VICTOR W. EWEN
WILLIAM A. MACKENZIE
WILLIAM B. PEDEN
JOHN G. CRUTCHFIELD
WAYNE J. CARROLL
THOMAS G. MOONEY
JAMES C. HICKEY
G. DUNCAN GARRISON
IVAN J. SCHELL
MICHAEL E. LANNON
B. CARLTON HEAT III
A. CAMPBELL EWEN
ROBERT A. MARSHALL
VALERIE THOMAS MAYER

January 13, 1987

Secretary of State of Kentucky
Corporation Division
Capitol Building
Frankfort, Kentucky 40601

sd ot
#118301

RE: Filing of Statement of Intent
to Dissolve of Water Works Supplies
of Kentucky, Inc.

Dear Sir or Madam:

Enclosed for filing please find four copies of the Statement
of Intent to Dissolve of Water Works Supplies of Kentucky, Inc.
and a check in the amount of \$10.00 to cover the necessary filing
fees.

Your prompt attention to this matter would be greatly appre-
ciated.

Very truly yours,

Robert A. Marshall

ROBERT A. MARSHALL

RAM:jc

Encl.



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

January 14, 1987

SECRETARY OF STATE (502) 564-3490

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: Water Works Supplies of Ky., Inc.
Richmond, Kentucky

Domestic Corporation
Incorporation Date - 05/31/79

466101

Robert A. Marshall
Ewen, MacKenzie & Peden
Attorneys At Law
650 Starks Building
Louisville, Kentucky 40202-2509

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.425. 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
Drexell R. Davis
Secretary of State

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



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

April 21, 1987

Robert A Marshall
Ewen, MacKenzie & Peden
650 Starks Building
Louisville, KY 40202-2509

RE: Water Works Supplies of KY., Inc.

Dear Mr Marshall:

Under the provisions of Kentucky Law KRS 271A.465, ninety (90) days have elapsed since the Statement of Intent to Dissolve for the above-named corporation was forwarded to the Secretary of Revenue as provided in KRS 271A.425, and no notice that taxes are due has been filed with the Secretary of State by the Secretary of Revenue.

The corporation may submit triplicate originals of Articles of Dissolution to this office for filing (KRS 271A.460). The filing fee is \$15.00 (KRS 271A.630(15)).

Please do not hesitate to call if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "R. A. Powers".

Ruth Ann Powers
Corporation Division Director

by:

Ann Clay Hanly
Corporation Clerk Principal