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DREW L. WALKER
SECRETARY
BY DWB

ARTICLES OF DISSOLUTION
OF
MONRECO USA, INC.

659739

Pursuant to the provisions of Section 271B.14-030 of the Kentucky Revised Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is: MONRECO USA, INC.
2. The date dissolution was authorized is: December 16, 1991
3. If dissolution was approved by the shareholders (choose A or B)

A. Votes cast for or against dissolution:

	Total	Shares Entitled to Vote as a Class		
shares entitled to vote	_____	_____	_____	_____
shares voted in favor	_____	_____	_____	_____
shares voted against	_____	_____	_____	_____

B. Where votes are undisputed:

	Total	Shares Entitled to Vote as a Class		
shares entitled to vote	<u>770</u>	_____	_____	_____
total number of undisputed votes	<u>770</u>	_____	_____	_____

The total number of votes cast for dissolution was sufficient for approval.

Dated December 16, 1991

MONRECO USA, INC.

 Name of Corporation
 By [Signature]

 Signature of Corporate Officer

 President

 Title of Corporate Officer



CT System

December 23, 1991

RE: MONRECO USA, LTD. (KY DOM)
GB 68496-0

CT Corporation System
208 S. LaSalle Street
Chicago, IL 60604
312 263 1414
Fax 312 263 3928

COUNSEL:

Mr. Rick Firer, Atty.
SCHWARTZ, COOPER, KOLB & GAYNOR
Two First National Plaza
Suite 1100
Chicago, IL 60603

Secretary of State
Corporation Division
P.O. Box 718
Frankfort, Kentucky 40602-0718

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

- | | |
|---|--|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> A. Domestic |
| <input type="checkbox"/> Change of Agent/Office | <input type="checkbox"/> B. Foreign |
| <input type="checkbox"/> A. Domestic | <input checked="" type="checkbox"/> Dissolution |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> A. Statement of Intent |
| <input type="checkbox"/> Amendment | <input type="checkbox"/> B. Certificate of Dissolution |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> Other |

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 1-800-475-1212.

Very truly yours,

CT CORPORATION SYSTEM

Ellen T. Coffey
Assistant Secretary

SPECIAL INSTRUCTIONS:

Please file on 12/26/91.

*Confirm filing by collect - telephone
Please*