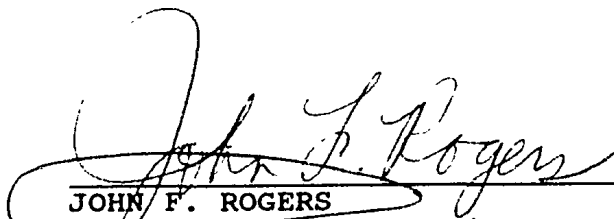


STATEMENT OF RESIGNATION
OF REGISTERED AGENT OF
JOHN W. WELKER COMPANY, INC.

The undersigned, John F. Rogers, does this 29th day of August, 1991 resign as the registered agent of John W. Welker Company, Inc. and does further state that Suite 400, 100 East Liberty Street, Louisville, Kentucky 40202 is discontinued as the registered office of John W. Welker Company, Inc. This original statement and two exact copies are herewith filed with the Secretary of State of the Commonwealth of Kentucky.



JOHN F. ROGERS
Suite 400, 100 East Liberty Street
Louisville, Kentucky 40202

RECEIVED & FILED

SEP 4 1 48 PM '91

no change

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