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ARTICLES OF DISSOLUTION
OF
THE NUGENT CO., INC.

THE NUGENT CO., INC., a corporation duly organized under the laws of the Commonwealth of Kentucky, does hereby dissolve pursuant to the provisions of Kentucky Revised Statutes 271B.14.

ARTICLE I

The name of the corporation hereby dissolved is THE NUGENT CO., INC.

ARTICLE II

The date the dissolution was authorized is October 8, 1996.

ARTICLE III

Dissolution was recommended to the shareholders by a unanimous vote of the Board of Directors, and the dissolution was approved by a unanimous vote of all of the shareholders of the corporation. There were 2,000 votes entitled to be cast on the proposal to dissolve.

ARTICLE IV

The effective date of the dissolution of the corporation is December 31, 1996.

IN TESTIMONY WHEREOF, these Articles of Dissolution of The Nugent Co., Inc. have been executed and acknowledged in triplicate by Deidre Nugent Haller, its President, this the 08 day of October, 1996.

BY Deidre Nugent Haller

DEIDRE NUGENT HALLER
PRESIDENT

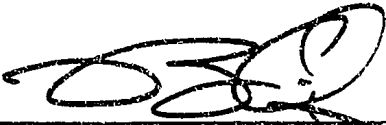
Walter C. Haller

WALTER HALLER
SECRETARY

STATE OF KENTUCKY
COUNTY OF FAYETTE

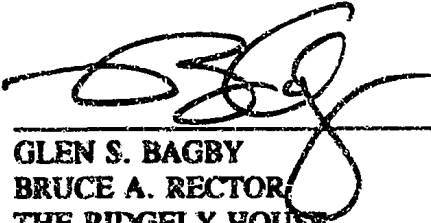
I, BRUCE A. RECTOR, a Notary Public, do hereby certify that on this the 04 day of OCTOBER, 1996, personally appeared before me Deidre Nugent Haller, who being by me first duly sworn, declared that Deidre Nugent Haller is the President of The Nugent Co., Inc., and Walter Haller, who being by me first duly sworn, declared that he is the Secretary of The Nugent Co., Inc., that they signed the foregoing document as President and Secretary, respectively, of the corporation, and that the statements contained therein are true.

My Commission Expires: 9-7-98



NOTARY PUBLIC, STATE AT LARGE, KENTUCKY

PREPARED BY:
BROCK, BROCK & BAGBY



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