

ARTICLES OF DISSOLUTION  
OF  
THE LOUISVILLE GALLERIA, INC.

Pursuant to KRS 271B.14-030, the undersigned corporation executes the following articles of dissolution.

1. The name of the corporation is The Louisville Galleria, Inc.
2. Dissolution was authorized by the board of directors of the corporation on October 31, 2001, and by the sole shareholder of the corporation on October 31, 2001.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these articles of dissolution this 31<sup>st</sup> day of October, 2001.

THE LOUISVILLE GALLERIA, INC.

By: 

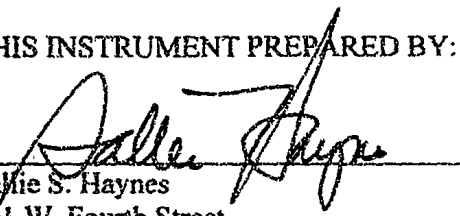
JOHN H. WALLACE  
SECRETARY

Its: \_\_\_\_\_

By: 

Its: Vice President

THIS INSTRUMENT PREPARED BY:

  
Sallie S. Haynes  
401 W. Fourth Street  
Suite 510  
Louisville, Kentucky 40202  
(402) 584-7170

15098067

**0166520.09**

**John Y. Brown III**  
**Secretary of State**  
Received and Filed  
12/26/2001 12:48 PM  
Fee Receipt: \$40.00  
sbates - PAOD

STATEMENT OF WRITTEN CONSENT  
TO ACTION TAKEN IN LIEU OF  
MEETING OF THE SHAREHOLDER  
OF  
THE LOUISVILLE GALLERIA, INC.  
(Liquidation and Dissolution)

The undersigned, being the sole shareholder of The Louisville Galleria, Inc. (the "Corporation"), a Kentucky corporation, pursuant to and as authorized by the provisions of KRS §271B.14-020 and KRS §271B.7-040, does hereby consent to the actions evidenced by the following resolutions and does hereby adopt said resolutions:

BE IT RESOLVED, that, pursuant to the laws of the Commonwealth of Kentucky, the undersigned shareholder hereby consents to and approves the liquidation and dissolution of the Corporation in accordance with the Plan of Liquidation and Dissolution approved and adopted by the unanimous written consent of the Board of Directors of the Corporation.

RESOLVED FURTHER, that the undersigned hereby agrees to accept its interests in the Corporation's assets and to surrender its certificate for stock in the Corporation in exchange therefor.

RESOLVED FURTHER, that the officers of the Corporation be and hereby are authorized and directed to take any and all actions that they deem appropriate to carry out the Plan of Liquidation and Dissolution including, but not limited to, the payment of fees and taxes owed by the Corporation and the filing of Articles of Dissolution with the Office of the Secretary of State in accordance with the laws of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Unanimous Consent to Action, acknowledging that its consent shall have the same force and effect as the unanimous vote of the shareholders at a meeting of the shareholders duly held and direct that this document be filed in the Corporation's minute book as minutes of a meeting of the shareholders.

October 31, 2001

OXFORD PROPERTIES, LLC

By: \_\_\_\_\_

Its: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

JOHN H. WALLACE  
SECRETARY

SALLIE HAYNES  
Assistant Secretary

STATEMENT OF WRITTEN CONSENT  
TO ACTION TAKEN IN LIEU OF  
MEETING OF THE BOARD OF DIRECTORS  
OF  
THE LOUISVILLE GALLERIA, INC.  
(Liquidation and Dissolution)

The undersigned, being all of the members of the Board of Directors of The Louisville Galleria, Inc. (the "Corporation"), a Kentucky corporation, pursuant to and as authorized by the provisions of KRS §271B.14-020 and KRS §271B.8-210, do hereby consent to the actions evidenced by the following resolutions and do hereby adopt said resolutions:

WHEREAS, in the judgment of the Board of Directors of the Corporation, it is deemed advisable and in the best interests of the shareholder of the Corporation that the Corporation be liquidated and dissolved under the laws of the Commonwealth of Kentucky;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall be liquidated and dissolved in accordance with the following Plan of Liquidation and Dissolution:

RESOLVED, that, after providing for all proper debts of the Corporation, the assets of the Corporation shall be liquidated and the net cash proceeds distributed to the sole shareholder of the Corporation in cancellation and redemption of all of the issued and outstanding stock of the Corporation.

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to take any and all actions that they deem appropriate to carry out the Plan of Liquidation and Dissolution, including, but not limited to, the sale of assets, the payment of fees and taxes owed by the Corporation and the filing of Articles of Dissolution with the Office of the Secretary of State in accordance with the laws of the Commonwealth of Kentucky in order that the liquidation, dissolution and winding up of the Corporation may be accomplished as promptly as possible.

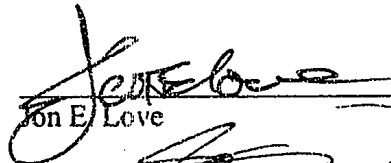
RESOLVED, that the Plan of Liquidation and Dissolution be submitted to the sole shareholder of the Corporation for its consideration, with the affirmative recommendation of the Board of Directors.

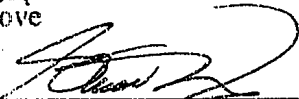
RESOLVED, that upon such approval and authorization of the shareholder, the president or other appropriate officers of the Corporation, shall take any and all actions necessary or appropriate to give effect to the actions authorized by the shareholder.

RESOLVED, that the officers of the Corporation be and are authorized and directed to enter into any and all agreements, do any and all things, and take any and all actions that may be necessary or appropriate to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Statement of Unanimous Consent to Action, acknowledging that their consent shall have the same force and effect as the unanimous vote of the directors at a regular meeting of the Board of Directors duly held and direct that this document be filed in the Corporation's minute book as minutes of a regular meeting of the Board of Directors.

October 31, 2001

  
\_\_\_\_\_  
Jon E. Love

  
\_\_\_\_\_  
Stuart H. B. Smith

15098070



oxford

December 20, 2001

Commonwealth of Kentucky  
Office of the Secretary of State  
P.O. Box 718  
Frankfort, KY 40602-0718

Re: Application for Dissolution of Domestic Stock Corporation

Dear Sir or Madam:

In accordance with the provisions of KRS. 271B.14-030, enclosed herewith please find three originals and one exact conformed copy of Articles of Dissolution for The Louisville Galleria, Inc., a Kentucky corporation. Also enclosed is a check for the filing fee in the amount of \$40.00.

Sincerely,

OXFORD PROPERTIES GROUP

  
Sallie Haynes  
Legal Counsel, USA

Oxford Properties Group  
The Brown & Williamson Tower  
401 S. Fourth Street, Ste. 510  
Louisville, KY 40202

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