

ARTICLES OF DISSOLUTION

BY SHAREHOLDERS

OF

BGAC, INC.

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Dec 30 11 49 AM '96
JOHN Y. JENNINGS III
SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
FRANKFORT, KENTUCKY

To the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is BGAC, Inc.
2. The date the dissolution was authorized was July 30, 1996.
3. The number of votes entitled to be cast on the proposal to dissolve is 1,000.
4. The total number of undisputed votes cast for the aforesaid proposal to dissolve by the voting group entitled to vote on the proposal to dissolve is as follows:
 - (a) Designation of voting group: Common
 - (b) Number of undisputed votes of voting group cast for proposal to dissolve: 1,000.
5. The said number of votes cast for the aforesaid proposal to dissolve was sufficient for the approval thereof by the said voting group.
6. The effective time and date of these Articles of Dissolution shall be at 9:00 a.m. on December 31, 1996.

Executed on December 15, 1996.

BGAC, INC.

By: Richard C. Page
Name: Richard C. Page, Jr.
Title: President