

**COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT
(See Reverse Side for Filing Instructions)**

RECORD# 0011431

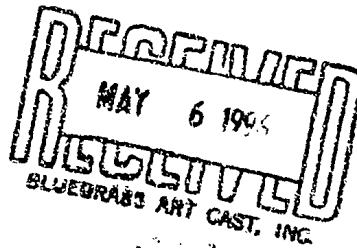
DUE JUNE 30, 1996

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

BLUEGRASS ART CAST, INC.
P. O. BOX 4156
WINCHESTER, KY. 40391-4156

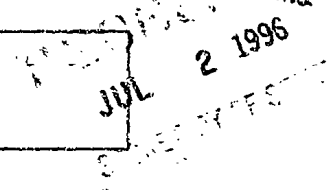


(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]



(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

10/23/1973

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

KEVIN M. DOYLE
101 SEVENTH ST.
P.O. BOX 4156
WINCHESTER, KY. 40391-4156

(7) PLEASE MAIL A STATEMENT OF CHARGE FORM TO:

[Empty lines for mailing a statement of charge form]

Changes made to the registered agent or registered office cannot be made on this form.
See Filing Instructions on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT	RICHARD C. PAGE, JR.	P. O. BOX 4156, WINCHESTER, KY 40392
VICE PRESIDENT	R. B. CONGLETON & J. L. HACKER	P. O. BOX 4156, WINCHESTER, KY 40392
SECRETARY	KEVIN M. DOYLE	P. O. BOX 4156, WINCHESTER, KY 40392
TREASURER	KEVIN M. DOYLE	P. O. BOX 4156, WINCHESTER, KY 40392

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS SAME AS ABOVE

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE [Signature] TITLE President DATE 3 June 96

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____