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SECRETARY OF STATE OF KENTUCKY,
FRANKFORT, KENTUCKY

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Dorothy R. Davis
SECRETARY OF STATE

STATEMENT OF INTENT TO DISSOLVE
ALMSTEDT INVESTMENT CO.

We, John S. Rankin, President, and R. Alexander Rankin, Secretary, of Almstedt Investment Co., having been directed to execute a Statement of Intent to Dissolve by vote of the shareholders, do hereby certify that:

Article 1: The name of the corporation is Almstedt Investment Co.

Article 2: The names and post offices addresses of its Officers are as follows:

John S. Rankin
170 Crescent Avenue
Louisville, Kentucky 40206

R. Alexander Rankin
P.O. Box 300
Goshen, Kentucky 40026

Thomas S. Rankin
556 Grant Street, S.E.
Atlanta, Georgia 30312

Article 3: The names and post offices addresses of its Directors are as follows:

John S. Rankin
170 Crescent Avenue
Louisville, Kentucky 40206

R. Alexander Rankin
P.O. Box 300
Goshen, Kentucky 40026

Thomas S. Rankin
556 Grant Street, S.E.
Atlanta, Georgia 30312

John A. Rankin
P.O. Box 211
Goshen, Kentucky 40026

Article 4: A copy of the Resolution of the Shareholders authorizing this dissolution is attached to this Statement and made a part hereof.

Article 5: The name and post office address of the person who shall act for the corporation while its affairs are being dissolved is:

John S. Rankin
170 Crescent Avenue
Louisville, Kentucky 40206

Article 6: The number of shares outstanding in said corporation is one thousand (1,000) shares of voting common.


Article 7: The number of shares voting on the motion for dissolution at the Shareholders Meeting was one thousand (1,000); the number of shares voting against the motion for dissolution was zero (0); the number of shares entitled to vote on said motion is one thousand (1,000).

IN WITNESS WHEREOF, John S. Rankin, President, and R. Alexander Rankin, Secretary, of Almstedt Investment Co., do hereby subscribed their name hereto this 20th day of December, 1986.

ALMSTEDT INVESTMENT CO.



John S. Rankin



R. Alexander Rankin

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

On this 20th day of December, 1986, personally appeared before me John S. Rankin and R. Alexander Rankin, who, being by me first duly sworn, declared that they were the President and Secretary, respectively, of Almstedt Investment Co., and produced to me in my office in this said state and county, the Statement of Intent to Dissolve Almstedt Investment Co. and that they signed the foregoing document as President and Secretary, respectively, of the corporation, and that the statements herein contained are true.

My commission expires: OCTOBER 6, 1988.

Robert L. Hallenberg
Notary Public, State-at-Large, Ky.

THIS INSTRUMENT PREPARED BY:

Robert L. Hallenberg
Robert L. Hallenberg
WOODWARD, HOBSON & FULTON
2500 First National Tower
Louisville, Kentucky 40202
(502) 585-3321

CERTIFICATION

I, R. ALEXANDER RANKIN, being duly sworn, do hereby certify that I am the duly elected and qualified Secretary of Almstedt Investment Co. ("Corporation"), a Kentucky corporation, and that the following is a true, complete and correct copy of a resolution duly adopted at a meeting of the Shareholders of the Corporation, duly called and held on December ^{20th} 1986, in accordance with the Kentucky statutes and by-laws of the Corporation.

PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION ("PLAN")

1. The Shareholders of the Corporation desire to dissolve the Corporation and the Corporation shall be dissolved as soon as practicable in accordance with this Plan.
2. John S. Rankin shall act for the Corporation in winding up its affairs.
3. The Corporation shall transfer and distribute all of the remaining assets of the Corporation, subject to all liabilities of the Corporation, whether known or unknown, to the Shareholders by appropriate instruments of transfer.
4. Prior to the distribution of all assets, all debts, obligations and liabilities of the Corporation shall have been paid, discharged or that adequate provision for the payment thereof has been made.
5. The actions provided for by this Plan shall be commenced immediately upon adoption and the distribution of all assets shall be completed immediately.

I do certify that such Plan of Complete Liquidation and Dissolution is still in full force and effect.

DATE: 12/20/86


R. Alexander Rankin, Secretary

ALMSTEDT INVESTMENT COMPANY

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

A special meeting of the Board of Directors of Almstedt Investment Co. ("Corporation") was held at 170 Crescent Avenue, Louisville, Kentucky 40206 on December 20, 1986 at 11:00 a.m. Present were John S. Rankin, R. Alexander Rankin and Thomas S. Rankin, being all of the members of the Board.

John S. Rankin was chosen Chairman and R. Alexander Rankin was chosen to act as Secretary of the meeting.

Upon motion duly made, seconded and unanimously carried, the following resolution was unanimously adopted:

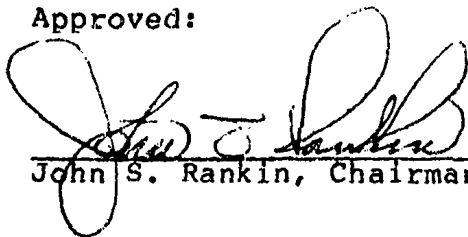
RESOLVED, that the Corporation does hereby declare and distribute to the Shareholders in complete liquidation of the Corporation pursuant to the Plan of Liquidation and Dissolution adopted by the Shareholders, all of the assets of the Corporation, such distribution to be made immediately.

BE IT

FURTHER RESOLVED, that the Corporation shall immediately cease all business activity and that the President and Secretary of the Corporation are hereby authorized to do such acts as may become necessary to procure a Certificate of Dissolution from the Secretary of State for the Commonwealth of Kentucky.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Approved:


John S. Rankin, Chairman


R. Alexander Rankin, Secretary