

#146440

ARTICLES OF DISSOLUTION
OF MEDLEY SPIRITS CO.

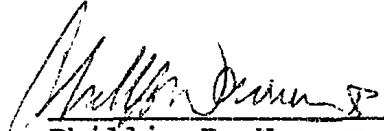
RECEIVED & FILED
\$ 40.00
May 13 2 20 PM '93

1. The name of the corporation is Medley Spirits Co. SECRETARY OF STATE KENTUCKY
2. The dissolution of the Corporation was authorized by its Board of Directors and its sole shareholder on May 3, 1993.
3. The dissolution was authorized by the Corporation's sole shareholder. One thousand (1,000) shares of the Corporation's common stock were voted in favor of the dissolution, this being all the shares of the Corporation's issued and outstanding common stock and the total number of shares entitled to vote on the dissolution resolution.
4. Voting by voting groups was not required.

The undersigned, being the President of Medley Spirits Co., hereby files these Articles of Dissolution with the Kentucky Secretary of State.

MEDLEY SPIRITS CO.

711589



Phillip B. Newman III
President

ATTEST:



Pamela T. Westfall
Assistant Secretary



CT System

May 12, 1993

FEDERAL EXPRESS

Secretary of State
Corporation Division
P.O. Box 718
Frankfort, Kentucky 40602-0718

CT Corporation System
1635 Broadway
New York, NY 10019
212 667 1666
Ext. 211, 247 2882

Re: MEDLEY SPIRITS CO.
AF 20119-7

Gentlemen:

Pursuant to instructions of counsel, we enclose for filing/recording on behalf of the above corporation documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Amendment:	<input type="checkbox"/> Change of Agent/Office:
<input type="checkbox"/> Qualification	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input checked="" type="checkbox"/> Dissolution	<input type="checkbox"/> Evidence	<input type="checkbox"/> Evidence
<input type="checkbox"/> Withdrawal	<input type="checkbox"/> Merger:	<input type="checkbox"/> Other:
	<input type="checkbox"/> Domestic	
	<input type="checkbox"/> Evidence	

Check in payment of the required fee is enclosed. Kindly return evidence of filing to the undersigned. If there are any problems, please call us at the following toll-free number: 1-800-223-7567.

Very truly yours,

Joann Caswell
Customer Specialist

JC/ec

Enclosures

Counsel: William L. Ellis, Jr., VP/Gen. Csl.
Guinness/United Distillers Inc.
6 Landmark Square - 9th Floor
Stamford, CT 06901
Att: Devaughnn Hosey, L.A.

SPECIAL INSTRUCTIONS: Please file immediately upon receipt and forward usual evidence to the attention of the abovesigned.