

153291 ✓

RECEIVED & FILED
\$ 40.00
SEP 8 12 50 PM '92

ARTICLES OF DISSOLUTION
OF MEDLEY WINE COMPANY


153291
DOB BARRAGE
SECRETARY OF STATE
COMM. OF KENTUCKY

1. The name of the corporation is Medley Wine Company.
2. The dissolution of the Corporation was authorized by its Board of Directors and its sole shareholder on August , 1992.
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.

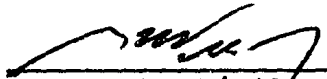
The undersigned, being the President of Medley Wine Company, hereby files these Article of Dissolution with the Kentucky Secretary of State.

686920

MEDLEY WINE COMPANY


Phillip B. Newman III
President

ATTEST:


George W. Vieth, Jr.
Vice President and Secretary



CT System

September 2, 1992

CT Corporation System
1633 B-roadway
New York, NY 10019
212 664 1660
Fax 212 247 2882

Secretary of State
Corporation Division
P.O. Box 718
Frankfort, KY 40601-0178
Gentlemen:

RE: **MEDLEY WINE COMPANY (KY DOM.)**

Job #AE 97374-7

Pursuant to the instructions of counsel, we enclose for filing on behalf of the above corporation(s) documents identified below:

- | | | |
|--|--|---|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Qualification | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger | <input type="checkbox"/> Change of Agent/Office |
| <input type="checkbox"/> Domestic | <input type="checkbox"/> Domestic | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign |
| <input checked="" type="checkbox"/> Dissolution | | <input type="checkbox"/> Other: |
| <input type="checkbox"/> Statement of Intent | | |
| <input checked="" type="checkbox"/> Certificate of Dissolution | | |

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: 800-223-7567.

Very truly yours,

Pamela A. Bristol
Service Representative

PAB:ab

Enc.

COUNSEL: Jonathan R. Kamisar, Attorney
Legal Department
Guinness America Inc.
6 Landmark Square
Stamford, Connecticut 06901

SPECIAL INSTRUCTIONS: