COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

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John Y. Brown III
Secretary of State
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P104

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for a certificate of withdrawal on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is [X] a business corporation (KRS 271B).
   [ ] a nonprofit corporation (KRS 273).
   [ ] a professional service corporation (KRS 274).

2. The name of the corporation is
   Ira A. Watson Co.
   (Name of corporation or fictitious name adopted for use in Kentucky)

3. The state or country of incorporation is Delaware.

4. The corporation received authority to transact business in Kentucky on 04/14/1927.

5. The corporation is not transacting business in Kentucky.

6. The corporation hereby surrenders the authority to transact business in Kentucky.

7. The corporation hereby revokes the authority of its registered agent in Kentucky to accept service of process on its behalf and hereby appoints the Secretary of State as its agent for service of process in any proceeding based upon any cause of action arising during the time it was authorized to transact business in Kentucky.

8. The mailing address to which the Secretary of State may mail a copy of any process served is
   10201 Main Street, Houston, TX 77025
   Address City/State Zip Code

9. The corporation hereby commits to notify the Secretary of State in the future of any change in the mailing address set forth in #8 (above).

10. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Signature

Richard E. Stasyszen, Vice-President
Type or Print Name & Title

Date: 11-21, 20 03

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(See attached page for instructions)