ORIGINAL COPY FILED SECRETARY OF STATE OF KENTUCKY

STATEMENT OF INTENT TO DISSOLVE

KNOW ALL PERSONS BY THESE PRESENTS, that CENTER OF INSURANCE. INC. a Kentucky corporation, by the unanimous written consent of all of its shareholders, hereby declares its intention to dissolve.

T.

Fred Lane is the President of Center of Insurance, Inc. and his address is 562 East Main Street, Bowling Green, Kentucky: Bruce Barrick, of 2512 Edgehill Place, Bowling Green, Kentucky, and Cecil Martin, of 1296 Barclay Court, Bowling Green, Kentucky, are Vice Presidents; and Helen Bryant, of 1022 Liberty Avenue, Bowling Green, Kentucky, is the Secretary and Treasurer of the corporation. 427869

II.

Fred Lane is the only director of Center of Insurance. Inc. and his address is 562 East Main Street, Bowling Green, Kentucky;

FURTHER, the shareholders of Center of Insurance, Inc. have signed a written consent unanimously agreeing to the voluntary dissolution of Center of Insurance, Inc.

This the 30th day of December, 1985.

ATTEST:

COMMONVEALTH OF KENTUCKY)
STATE AT LARGE)

This is to certify that the foregoing instrument was acknowledged before me this the 30th day of December, 1985 by Fred Lane President of Center of Insurance, Inc.

NOTARY PUBLIC My Commission Expires: 8/29/88

COMMONWEALTH OF KENTUCKY)
STATE AT LARGE)

This is to certify that the foregoing instrument was acknowledged before me this the 30th day of December, 1985 by Helen Bryant, Secretary, of Center of Insurance, Inc.

NOTARY PUBLIC
My Commission Expires: 8/25/

VERIFICATION

* * * * * *

This is to certify that I have read the foregoing Statement of Intent to Dissolve and that the statements contained therein are true and exact to the best of my knowledge and belief.

HELEN BRYANT, Secretary

COMMONWEALTH OF KENTUCKY)
STATE AT LARGE)

This is to certify that the foregoing instrument was acknowledged before me this the 30th day of December, 1985 by Helen Bryant, Secretary, of Center of Insurance, Inc.

My Commission Expires:

* * * * *

CONSENT TO DISSOLUTION

I, Fred Lane, being the sole shareholder of Center of Insurance, Inc. do hereby give my consent to the voluntary dissolution of Center of Insurance, Inc.

FRED LANE

THIS INSTRUMENT PREPARED BY:

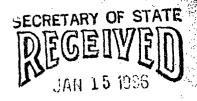
REYNOLDS, CATRON, JOHNSTON & HINTON 310 East 11th Street P.O. Box 4000 Bowling Green, KY 42102-4000 (502) 782-3636

Fy: Linda B. Thomas

REYNOLDS, CATRON, JOHNSTON & HINTON

ATTORNEYS AT LAW 310 EAST 11TH STREET P. O. BOX 4000

BOWLING GREEN, KENTUCKY 42102-4000



Commonwealth of Kentucky

TELEPHONE (502) 782-3636

MIKE REYNOLDS STEPHEN B. CATRON R. HARVEY JOHNSTON III LARRY F. HINTON LINDA B. THOMAS

January 13, 1986

Hon. Drexel R. Davis Secretary of State Capitol Building Frankfort, Kentucky 40601

RE: Center of Insurance, Inc., 0
Statement of Intent to Dissolve

Dear Mr. Secretary:

Enclosed please find quadruplicate originals of Center of Insurance, Inc.'s Statement of Intent to Dissolve.

I appreciate your filing same pursuant to your usual procedure and returning one copy to me in the enclosed self-addressed, stamped envelope which have been marked "filed".

Very truly yours,

REYNOLDS, CATRON, JOHNSTON & HINTON

Linda B. Thomas

LBT/llg

Enclosures

REYNOLDS, CATRON, JOHNSTON & HINTON

ATTORNEYS AT LAW 310 EAST 11TH STREET P. O. BOX 4000

BOWLING GREEN, KENTUCKY 42102-4000

MIKE REYNOLDS STEPHEN B. CATRON R. HARVEY JOHNSTON III LARRY F. HINTON LINDA B. THOMAS

TELEPHONE (502) 782-3836

January 15, 1 RECEIVED

Ms. Ann Hanley Office of Secretary of State Capitol Building Frankfort, KY 40601 JAN 17 1986
SECRETARY OF STATE
COMMONWEALTH OF KY

RE: Center of Insurance, filing fee for Statement of Intent to Dissolve

Dear Ms. Hanley:

Greatly appreciated was your telephone reminder on January 15, 1986 regarding the above-captioned fee.

Please find our firm check in the amount of Ten Dollars (\$10.00) enclosed herewith.

Very truly yours,

REYNOLDS, CATRON, JOHNSTON & HINTON

Linda B. Thomas

LBT/11g

Enclosure

DREXELL R. DAVIS SECRETARY OF STATE

COMMONWEALTH OF KENTUCKY, OFFICE OF SECRETARY OF STATE

FRANKFORT, 40601

January 17, 1936

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II.
ASSISTANT SECRETARY OF STATE

Kentucky Revenue Cabinet Corporate Tax Division Station 52, P. O. Box 1302 Frankfort, Kentucky 40602

Attention: Supervisor, Corporate Income Tax Section

RE:

Center of Insurance, Inc. Bowling Green, Kentucky

Domestic Corporation Incorporation Date - 10/08/56

Linda B. Thomas Reynolds, Catron, Johnston & Hinton Attorneys At Law 310 East 11th Street

P. O. Box 4000

Bowling Green, Kentucky 42102-4000

Gentlemen:

(XXXX) The above-named corporation has filed a statement of intent to dissolve. We are forwarding a copy of that statement to you, according to the provisions of KRS 271A.425. We also call your attention to KRS 271A. 465, which requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can file the Articles of Dissolution.

() The above-named corporation has submitted an application for withdrawal from Kentucky. We are forwarding to you a copy of that application, according to the provisions of kRS 271A.590. This provision also requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can issue the Certificate of Withdrawal.

Sincerely yours,

Drexell R. Davis Secretary of State

cc: Division of Unemployment Insurance

Contribution Section

Cabinet for Human Resources

CHR Building

41B715 8-82 COMMONWEALTH OF KENTUCKY
REVENUE CABINET
Department of Processing & Enforcement
Frankfort
40620

RECEIVED
FEB 19 1986

COMMONWEALTH OF KENTUCKY

TO:

Secretary of State

DATE:

February 13, 1986

SUBJECT: Center of Insurance, Inc.

Revenue Cabinet records indicate that the above-named corporation has not complied with the requirements of this department and/or other departments with respect to the filing of tax returns and/or the payment of taxes due.

In accordance with the provisions of KRS 271A.465 and KRS 271A.590, it is requested that approval of the dissolution and/or withdrawal of this corporation be delayed until such time as these requirements are met.

Gary W. Gillis, Secretary

Revenue Cabinet

Account No. 03812

CADINET FOR HUMAN RESOURCES COUNDANIA TH OF RINTUCKY

PRASSIONT ACET

SECRETARY OF STATE RECEIVED

MAR 1 9 1986

BEPARTMENT FOR ENTLOYMENT BERNOLD

COMMONWEALTH OF KENTUCKY

In reply refer to Tax Branch: LWM

Secretary of State New Capitol Building Frankfort, Ky.

Subject: 060871-1

Center of Insurance, Inc.

Bowling Green, Ky.

Attention: Corporation Records Division

Gentlemen:

Your office recently notified this Agency that the above corporation has

For your information and records we wish to advise that the corporation referred to has complied with the required provision of the Kentucky Unemployment Insurance Act.

Very truly yours,

Larry W. Moore, Supervisor Status and Compliance Section

LWM/chg

U1-50

(Rev. 1-86)

COMMONWEALTH OF KENTUCKY REVENUE CABINET FRANKFORT 40620

TO:

Secretary of State

DATE:

March 17, 1987

SUBJECT: Center of Insurance, Inc.

Date of Intent - 2/13/86

RECEIVED

1007 (1997)

SECRETARY OF STATE COMMONWEALTH OF KY.

The above-named corporation has complied with the requirements of the Revenue Cabinet with respect to the filing of returns and the payment of taxes due which are assessed and collected by this Cabinet.

Gary W. Gillis, Secretary

Revenue Cabinet

Account No. 03812

DIVEXELL R. DAVIS BECAETARY OF STATE

COMMONWEALTH OF KENTUCKY OFFICE OF SECRETARY OF STATE

FRANKFORT, 40601

March 20, 1987

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CORPORATION RECORDS (502) 564-7320

CLINTON H. NEWMAN II
ABBITANT SECRETARY OF STATE

Linda B. Thomas Reynolds, Catron, Johnston & Hinton Attorneys At Law 310 East 11th Street P.G.Box 400 Bowling Green, Kentucky 42102-4000

RE: "Center of Insurance, Inc."

Dear Ms. Thomas:

We have received the "Notice of Clearance" from the Secretary of Revenue for the above-named corporation. This office will issue the Certificate of Dissolution (KRS 271A.465(2)) upon receipt of triplicate originals of the Articles of Dissolution (KRS 271A.460) and the \$15.00 fee (KRS 271A.630(13)).

Please do not hesitate to call should you have any questions.

Sincerely yours,

Ruth Ann Powers Corporation Division Director

by:

Ann Clay Hanly Corporation Clerk Principal