

23955

ARTICLES OF DISSOLUTION
OF
HOPKINSVILLE RECAPPING, INC.

RECEIVED & FILED
FEB 24 12 54 PM '97
JOHN Y. ...
SECRETARY
CORPORATE

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to KRS 271B.14-030, the undersigned, being the officers of Hopkinsville Recapping, Inc. do hereby certify that:

ARTICLE I

The name of the corporation is Hopkinsville Recapping, Inc.

ARTICLE II

The dissolution of the corporation was authorized on January 22, 1997.


ARTICLE III

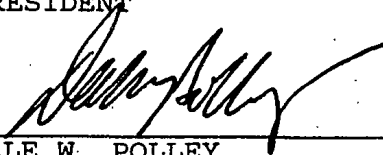
The dissolution of the corporation was approved by the Shareholders. The number of shares of the corporation outstanding and entitled to be cast on the proposal to dissolve is 588 shares. The number of votes cast for dissolution was 588 and the number of votes cast against dissolution was zero. The number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

Voting on the dissolution by voting groups was not required.

IN WITNESS WHEREOF, this instrument has been signed and acknowledged on behalf of the corporation by the officers of Hopkinsville Recapping, Inc., this 22 day of January, 1997.


EDWIN B. POLLEY
PRESIDENT


DALE W. POLLEY
SECRETARY

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED to before me by Edwin B. Polley, President of Hopkinsville Recapping, Inc., a Kentucky, corporation, to be his free act and deed and the free act and deed of said corporation, this the 22 day of January, 1997.

My commission expires May 23, 1998.


NOTARY PUBLIC

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED to before me by Dale W. Polley, Secretary of Hopkinsville Recapping, Inc., a Kentucky, corporation, to be his free act and deed and the free act and deed of said corporation, this the 22 day of January, 1997.

My commission expires May 23, 1998.


NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

A handwritten signature in dark ink, appearing to read "David L. Cotthoff", written over a horizontal line.

DAVID L. COTTHOFF
FLETCHER, COTTHOFF & WILLEN
700 South Main Street
P.O. BOX 1107
HOPKINSVILLE, KY 42241

MINUTES OF MEETING
OF
DIRECTORS AND SHAREHOLDERS
OF
HOPKINSVILLE RECAPPING, INC.

A meeting of all of the Directors and Shareholders of Hopkinsville Recapping, Inc.,
was held on the 22 day of January, 1997.

Present at the meeting were Edwin Polley and Dale Polley, the sole Shareholders and
Directors of the corporation.

The following Resolution was adopted by unanimous vote of the Directors:

RESOLVED, that the Board of Directors hereby recommends to the
Shareholders that the corporation be dissolved effective February 28,
1997.


The Shareholders of the corporation voted on the proposal to dissolve the corporation,
and the following Resolution was adopted by the Shareholders:

RESOLVED, that the corporation shall be dissolved effective
February 28, 1997, and the officers of the corporation are hereby
directed to take all action necessary to dissolve the corporation,
including, but not limited to the satisfaction of any outstanding
liabilities and tax claims, and the distribution of the assets of the
corporation to the shareholders.

There being no further business to come before the meeting, the meeting was
adjourned.

DATED this 22 day of January, 1997.


EDWIN POLLEY
DIRECTOR & SHAREHOLDER


DALE POLLEY
DIRECTOR & SHAREHOLDER

FLETCHER, COTTHOFF & WILLEN

ATTORNEYS AT LAW
700 SOUTH MAIN STREET
POST OFFICE BOX 1107
HOPKINSVILLE, KENTUCKY 42241-1107

BEN S. FLETCHER III
DAVID L. COTTHOFF
H. DOUGLAS WILLEN
TERRANCE J. JAMES
JOHN A. ROARK, JR

PHONE
(502) 885-7671
TELECOPIER
(502) 886-4269

February 21, 1997

Office of the Secretary of State
P.O. Box 718
Frankfort, KY 40602-0718

RE: Hopkinsville Recapping, Inc.

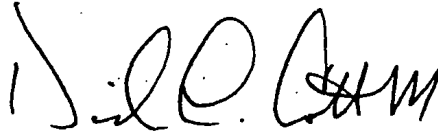
Gentlemen:

Please find enclosed three (3) originals of the Articles of Dissolution of Hopkinsville Recapping, Inc. Please see that these Articles of Dissolution are properly filed of record, and the copies returned to this office.

Enclosed herewith is our check for the filing fee for the Articles of Dissolution.

Sincerely,

FLETCHER, COTTHOFF & WILLEN



DAVID L. COTTHOFF

DLC/llg
Enclosures