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ARTICLES OF DISSOLUTION
OF
THE WRIGHT MACHINE COMPANY

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WICKB

The Wright Machine Company, a Kentucky corporation, acting by and through its duly authorized officers, does hereby certify the dissolution of the corporation as follows:

1. The name of the corporation is THE WRIGHT MACHINE COMPANY.

2. Dissolution of the corporation was authorized on April 18, 1992 and is effective on the date of filing these Articles of Dissolution with the Secretary of State of Kentucky.

3. This dissolution was authorized and approved by a majority of all votes entitled to be cast on the proposal, there being 760 shares of issued and outstanding common stock of the corporation entitled to vote, with a majority of such shares being cast for dissolution. The total number of undisputed votes cast for dissolution was 455, and the number cast for dissolution was sufficient for approval.

4. There are no other classes of stock other than the common stock and no other stock entitled to vote.

5. The corporation will wind up and liquidate its business and affairs effective on the earlier of the date of filing these Articles with the Secretary of State of Kentucky, or December 31, 1992, and the share transfer record books of the corporation shall be closed effective on such date.

6. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

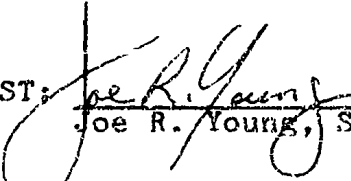
7. All remaining property and assets of the corporation have been distributed among the corporation's shareholders in accordance with their respective rights and interests.

8. There are no suits pending against the corporation in any court.

IN TESTIMONY WHEREOF, witness the signature of the corporation by and through its President thereunto duly authorized pursuant to duly adopted corporate resolution hereinabove described, this 1st day of May, 1992.

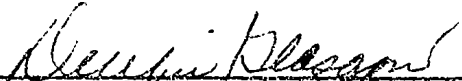
THE WRIGHT MACHINE COMPANY

By: 
John S. Wright, President

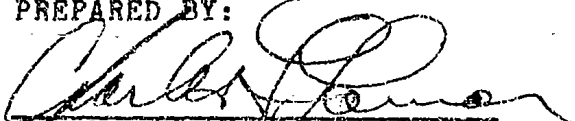
ATTEST: 
Joe R. Young, Secretary

STATE OF KENTUCKY)
)
COUNTY OF DAVIESS)

The foregoing instrument was acknowledged before me by John S. Wright, President of The Wright Machine Company, a Kentucky corporation, for and on behalf of the corporation, this 1st day of May, 1992.


Notary Public, *State of Ky. at Large*
My commission expires: *5/31/93*

PREPARED BY:


Charles L. Lamar
Lovett & Lamar
208 West Third Street
Owensboro, Kentucky 42303

Artdiss.wgt-Inst.#25

LOVETT & LAMAR

ATTORNEYS AT LAW

206 WEST THIRD STREET
OWENSBORO, KENTUCKY 42303

WELLS T. LOVETT
CHARLES L. LAMAR
JOHN T. LOVETT
MARTY G. JACOBS

TELEPHONE (502) 926-3000
TELECOPIER (502) 926-1625

May 4, 1992

Hon. Bob Babbage
Secretary of State
Corporate Division
P. O. Box 718
Frankfort, Kentucky 40602-0718

Re: Articles of Dissolution - The Wright Machine Company
Certificate of Assumed Name - The Wright Supply Co.
d/b/a The Wright Machine Company

Dear Secretary Babbage:

Please find enclosed for filing in your office triplicate originals of the Articles of Dissolution of The Wright Machine Company. Please attest and return copies for recording in the Office of the Daviess County Court Clerk.

We also enclose triplicate originals of a Certificate of Assumed Name for The Wright Supply Co. to do business as The Wright Machine Company. Please return two copies for recording in the County Clerk's Offices in the two counties where business will be transacted.

We enclose our firm check in the sum of \$60, which includes the \$40 filing fee for the Articles of Dissolution and \$20 filing fee for the Certificate of Assumed Name.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

LOVETT & LAMAR



Charles L. Lamar

CLL/dmg

Enclosures