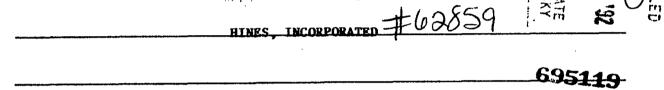


OFFICE OF THE SECRETARY OF STATE BREMER EHRLER. SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF WITHDRAWAL OF



Pursuant to the provisions of Kentucky Revised Statutes chapters 271B or 273, the undersigned corporation hereby applies for a Certificate of Withdrawal from the state of Kentucky and for that purpose submits the following statement:

The name of the corporation is	Hines, Incorporated		
The state or country of incorporation	n is <u>Delaware</u>	 ······································	<u> </u>
The corporation is not trans	acting business in Kentucky.		

Said corporation hereby surrenders its authority to transact business in Kentucky.

Said corporation hereby revokes the authority of its registered agent in Kentucky to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Kentucky during the time the corporation was authorized to transact business in Kentucky may thereafter be made on the corporation by service thereof on the Secretary of State in Kentucky.

The mailing address to which the Secretary of State may mail a copy of any process against the corporation that may be served is

 620 Ironwood Drive
 Bowling Green, KY 42103

The corporation hereby undertakes to notify the Secretary of State in the future of any change in its mailing address.

SSC-104(1/89)

English, Lucas, Priest & Owsley

ATTORNEYS AT LAW

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PAUL GLIATTA
VANGE W. COOK
W. CRAYENS PRIEST III

TELEPHONE (502) 781-6500 TELECOPTER (502) 782-7782

December 1, 1992

Mr. Bob Babbage Secretary of State P.O. Box 1150 Frankfort, KY 40602-1150

Re: Hines, Incorporated

Dear Mr. Babbage:

Please find enclosed the original and two copies of the Application for Certificate of Withdrawal for Hines, Incorporated. Also enclosed is our firm check in the amount of \$40 to pay the filing fee.

Sincerely,

ENGLISH, LUCAS, PRIEST & OWSLEY

Wade T. Markham, II

tc Enclosures cc: J. Hines

PECEIVED

DEC 2 1992

SECRETARY OF STATE
COMMONWEALTH OF KY