



COMMONWEALTH OF KENTUCKY  
OFFICE OF SECRETARY OF STATE  
FRANKFORT, 40601

040063

DREXELL R. DAVIS  
SECRETARY OF STATE

July 22, 1987

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CLINTON H. NEWMAN II  
ASSISTANT SECRETARY OF STATE

CORPORATION RECORDS (502) 564-7330

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

ATTENTION: Supervisor, Corporate Income Tax Section

RE: PANKE MONUMENT COMPANY, INC.  
LOUISVILLE, KENTUCKY 40206

Domestic Corporation  
Incorporation Date - 12-15-1958

487317

ALEX BERMAN  
TAUSTINE, POST, SOTSKY, BERMAN, FINEMAN & KOHN  
8TH FLOOR-MARION E. TAYLOR BUILDING  
LOUISVILLE, KENTUCKY 40202

Gentlemen:

( ~~XXXXX~~ ) 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.415. 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

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

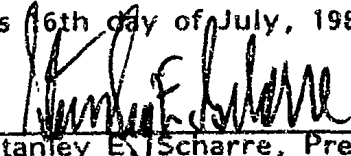
VLB  
JUL 20 1957  
\$10.00  
D. J. Davis  
SECRETARY OF STATE

STATEMENT OF INTENT TO DISSOLVE  
PANKE MONUMENT COMPANY, INC.

Panke Monument Company, Inc., a Corporation organized under the laws of the Commonwealth of Kentucky on December 15, 1958, and whose Articles of Incorporation are recorded in the Office of the Clerk of the County Court of Jefferson County, Kentucky, does hereby give notice of its intention to wind up its affairs and to dissolve, and makes the following statement of its intent to dissolve pursuant to KRS 271A.415:

- A. The name of the Corporation is PANKE MONUMENT COMPANY, INC.
- B. The names and addresses of its present Officers are:
- Stanley E. Scharre, President & Chairman of the Board  
3008 Bobolink Road  
Louisville, Kentucky 40217
- Natalie E. Scharre, Secretary/Treasurer  
3008 Boblink Road  
Louisville, Kentucky 40217
- C. The names and addresses of the Board of Directors of the Corporation are as follows:
- Stanley E. Scharre  
3008 Bobolink Road  
Louisville, Kentucky 40217
- Natalie E. Scharre  
3008 Boblink Road  
Louisville, Kentucky 40217
- D. A copy of the consent signed by all of the Stockholders of the Corporation consenting to the dissolution is attached hereto and marked "Exhibit A".
- E. The name and post office address of the person who shall act for the Corporation in winding up its affairs is as follows:
- Stanley E. Scharre, President  
3008 Boblink Road  
Louisville, Kentucky 40217
- F. The agreement for dissolution was signed by the holders of all of the voting power of the Stockholders in person.

Executed at Louisville, Kentucky this 16th day of July, 1987.

  
Stanley E. Scharre, President

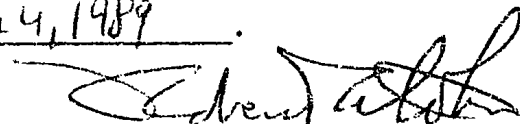
  
Natalie E. Scharre, Secretary

COMMONWEALTH OF KENTUCKY )  
  ) SS  
COUNTY OF JEFFERSON         )

I, the undersigned, a Notary Public, do hereby certify that on this 16th day of July, 1987, personally appeared before me Stanley E. Scharre and Natalie E. Scharre, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of Panke Monument Company, Inc. ; that they signed the foregoing document as President and Secretary of the Corporation; and that the statements therein contained are true and correct.

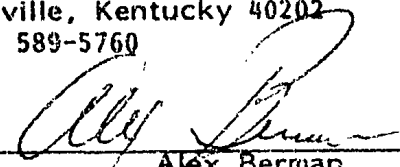
Witness my hand this 16th day of July, 1987.

My Commission expires June 24, 1989.

  
Notary Public, State at Large, Ky.

I certify that I prepared the foregoing instrument:

Taustine, Post, Sotsky, Berman, Fineman & Kohn  
Attorneys at Law  
812 Marion E. Taylor Building  
Louisville, Kentucky 40202  
(502) 589-5760

By   
Alex Berman

"EXHIBIT A"

WRITTEN CONSENT OF STOCKHOLDER TO DISSOLVE

The undersigned, the owner of all shares of stock in PANKE MONUMENT COMPANY, INC., as set opposite his respective name, and being the holder of all of the voting power of all shares entitled to vote in said Corporation, and being desirous of terminating the affairs of the Corporation aforesaid by voluntary dissolution, does hereby consent and agree that the Officers of the Corporation shall take the necessary steps to dissolve and settle up the Corporation's business and affairs as speedily as possible, but in no event later than June 30, 1988.

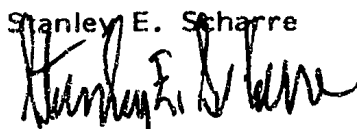
Dated at Louisville, Kentucky this 16th day of July, 1987.

NAME OF STOCKHOLDER

NUMBER OF SHARES

Stanley E. Scharre

465 shares of common stock



COMMONWEALTH OF KENTUCKY )

) SS

COUNTY OF JEFFERSON )

I, a Notary Public, do hereby certify that on this 16th day of July, 1987, personally appeared before me Stanley E. Scharre, who being by me first duly sworn, declared and acknowledged that he is the only Stockholder of Panke Monument Company, Inc., and he has signed the foregoing as such, and that the statements contained therein are true and correct.

WITNESS my hand this 16th day of July, 1987.

My Commission expires:

June 24, 1989

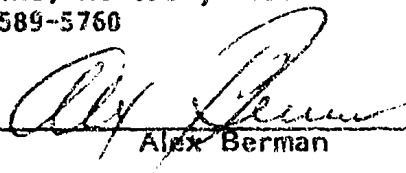


Notary Public, State at Large, Ky.

I certify that I prepared  
the foregoing instrument:

Taustine, Post, Sotsky, Berman, Fineman & Kohn  
Attorneys at Law  
812 Marion E. Taylor Building  
Louisville, Kentucky 40202  
(502) 589-5760

By



Alex Berman

LAW OFFICES  
TAUSTINE, POST, SOTSKY, BERMAN, FINEMAN & KOHN  
8TH FLOOR-MARION E TAYLOR BUILDING  
LOUISVILLE, KENTUCKY 40202

HUGO TAUSTINE (1909-1987)  
EDWARD T. POST (1920-1986)  
MARVIN M. SOTSKY  
JEROME D. BERMAN  
JOSEPH E. FINEMAN  
ROBERT A. KOHN  
ALEX BERMAN  
ALVIN D. WAX  
MARTIN R. BRYDER  
WILEY A. GERSH  
H. PHILIP GROSSMAN  
STANLEY W. WHETZEL, JR.  
KATH ANN HUMPHREY  
SAMUEL H. FRITSCHNER  
H. EDWIN BORNSTEIN

TELEPHONE  
589-5760  
AREA CODE 502  
TELEX  
213033 OVER LVL

**RECEIVED**

JUL 22 1987

SECRETARY OF STATE  
COMMONWEALTH OF KY

July 20, 1987

Mr. Drexell R. Davis  
Secretary of State  
Commonwealth of Kentucky  
State Capitol Building  
Frankfort, Ky 40601

Dear Mr. Davis:

Enclosed please find an original and three (3) executed copies of the Statement of Intent to Dissolve and Written Consent of Stockholders to Dissolve Panke Monument Company, Inc.

There is also a check payable to the Kentucky Secretary of State for \$10.00 to cover the costs of recording the aforesaid documents.

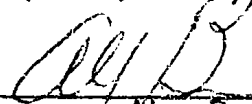
Please return copies of the foregoing documents directly to the undersigned for filing with the Jefferson County Court Clerk.

Thank you in advance for your assistance in connection herewith.

Very truly yours,

Taustine, Post, Sotsky, Berman, Fineman & Kohn

By



Alex Berman

RAK/ar

Enclosures

cc Mr. M. Durbin Oldham, CPA  
1301 Clear Springs Trace  
Louisville, KY 40223