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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

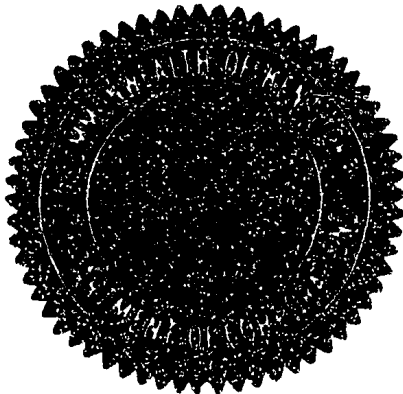
CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of

STATES BUILDING COMPANY

CHANGING NAME TO SBC LIQUIDATING CORPORATION

amended pursuant to Kentucky Revised Statutes, 271A, (273) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State,
at Frankfort, Kentucky, this _____ 19TH
day of JANUARY _____, 19 87.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPIES
FILED
SECRETARY OF STATE OF MISSOURI
JAN 19 1987
My
Dorell Davis
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
STARKS BUILDING COMPANY *MAX*

1. The name of the Corporation is Starks Building Company.
2. Article 1 of the Corporation's Restated Articles of Incorporation is amended so that as amended it shall read in its entirety:

The name of this corporation shall be
SBC LIQUIDATING CORPORATION.

467650

3. The amendment set forth above was adopted on January 15, 1987, by the shareholders of the Corporation at a special meeting of shareholders duly called for the purpose of voting on the amendment.

STARKS BUILDING COMPANY

By: *Frank F. Starks, Jr.*
Franklin F. Starks, Jr.
President

By: *Eathel Judd*
Eathel Judd
Secretary

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

On January 15, 1987, before me, a Notary Public, personally appeared Franklin F. Starks, Jr. who, being first duly sworn, stated that (1) he is the President of Starks Building Company, (2) he signed the foregoing Articles of Amendment as President of Starks Building Company, and (3) the statements contained in those Articles of Amendment are true.

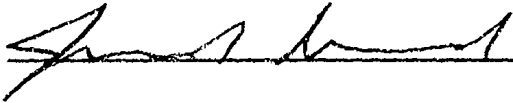


Notary Public

My Commission Expires: 10/6/90

Instrument Prepared By:

John S. Dowds
Brown, Todd & Heyburn
1600 Citizens Plaza
Louisville, Kentucky 40202
(502) 589-5400



RECEIVED

BROWN, TODD & HEYBURN

ELIH BROWN III (1006 1074)
RUCKER TODD
RANDOLPH A. BROWN
GEORGE E. DUDLEY
EDWARD S. BONNIE
JOSEPH B. HELM
MARK B. DAVIS, JR.
W. C. FISHER, JR.
JAMES PARK, JR.*
JOHN T. BONDURANT
CHARLES S. CASSIDY
MARSHALL P. ELDRED, JR.
CARL ARTHUR HENLEIN
DAVID W. CRUMBO**
R. MARTIN ROCKWELL
JOHN R. MC CALL
D. PATTON PELFREY
KENNETH J. TUGGLE
C. EDWARD GLASSCOCK
WINSTON E. MILLER
WILLIAM L. SHEETS, JR.*
PAUL E. BULLIVANT*
IRVIN ARELL III
TIMOTHY W. MARTIN
R. JAMES STRAUSS
CRAIG L. SPARKS
STEPHEN R. SCHMIDT
CHARLES H. KEETON
HAL NANCE BOGARD

JOSEPH L. ARDERY
C. CHRISTOPHER TROWER
CHARLES C. ALLEN III
DALE C. AHEARN
JOHN G. HEYBURN II
KATHERINE RANDALL*
MICHAEL R. MERCER
FREDERIC H. DAVIS
D. DIANE COOK**
KEITH GRAHAM HANLEY
E. LAMBERT FARMER, JR.*
STEPHEN E. EMBRY*
MARK R. FEATHER
HAPPY R. PERKINS
RICHARD E. TLYMALE*
DEBBIE F. REISS
C. DAVID REDMON
BRUCE A. SHULEY
RICHARD H. SCAPIN, JR.
OLIVIA MORRIS FUCHS*
ROBERT Y. SWIN
ROXANE TOMASI REINHARDT
VICTOR B. MADDOX
SUSAN C. SIMPSON
DAVID W. SLEWER
RICHARD L. WOOD
DAVID B. TASHAU
JAY MIDDLETON TANNON
SCOTT W. WALSON*

KATHERINE K. YUNKER*
HELEN LUCIER
RICHARD M. HOPGOOD*
JAMES A. HUGUENARD
CHARLES M. PRITCHETT, JR.
MICHAEL A. LUVISI
KATHRYN P. ROSS
DAVID B. BLECHLER
KENNETH R. DUGAN
MARY ROSS TERRY
RUDY A. BISCIOTTI
JAMES H. MASSEY
JOEL B. TURNER
GREGORY C. SHIELDS*
JULIA THIGPEN CRENSHAW
KEITH MOORMAN*
DAVID R. RHEIN
WARREN J. HOFFMANN*
MARSHA T. DULA
BRIAN C. HARRISON
DONALD L. MILLER III
JOHN G. HINDLEY
STEVENS MCKNIGHT
MARY ANN GUENTHER**
ROBERT W. DIBENT
CANDACE GROOT HILL
JOHN WADE HENDRICKS*
ALAN A. MACDONALD
DAVID S. KLINESTIVER

PETER B. LEWIS
JOHN S. DOWDS
ROBERT L. TREADWAY*
SCOTT T. DICKENS
SUSAN S. BUNNING*
MARISA JILL FORDY
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DANIEL W. SUTHLAND
CYNTHIA L. STEWART
KATHY H. HOLDER
A. B. CHANDLER III*
JEFFREY P. STODGHILL
CECELIA T. ALLEN*
R. GREGG HOVIVUS
KATHLEEN CROWDUS THOMPSON
STEVEN S. REED

ADMITTED TO BAR
KENTUCKY AND INDIANA

HENRY M. HEYBURN
PHILIP P. ARDERY
MARSHALL P. ELDRED
SAMUEL R. WELLS
OF COUNSEL

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18121 946 2820

January 15, 1987

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*Restated Filed
1/15/87*

Secretary of State's Office
Corporations Division
State Capitol Building
Frankfort, Kentucky 40601

Re: Starks Building Company -- Articles of Amendment
GFP Partners-V, Inc. -- Statements of Assumed Name

Dear Sir or Madam:

I spoke with Ms. Ann Hanly of your office last week to confirm the propriety of filing Articles of Amendment after the filing of a Statement of Intent to Dissolve, yet prior to the filing of Articles of Dissolution. Based on that conversation, Starks Building Company hereby files Articles of Amendment to change its name to "SBC Liquidating Corporation." With this Amendment, the name Starks Building Company becomes available for use, and GFP Partners-V, Inc. hereby files Statements of Assumed Name to conduct business as the "Starks Building" and the "Starks Parking Center."

In line with these transactions, enclosed are

* Triplicate original copies of Articles of Amendment to the Restated Articles of Incorporation of Starks Building Company.

Secretary of State's Office
January 15, 1987
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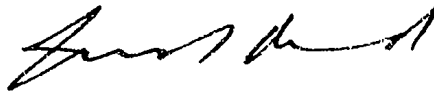
BROWN, TODD & HEYBURN

- * Triplicate original copies of Statements of Assumed Name for GFP Partners-V, Inc. to conduct business as the "Starks Building" and the "Starks Parking Center."
- * A check in the amount of \$65.00 to cover all filing fees.

Please have one copy of the Articles of Amendment filed in your office, and return the other two copies and Certificate of Amendment directly to me.

With regard to the Statements of Assumed Name, please file one each of the Certificates with your office, and return the remaining Certificates to me.

Sincerely,



John S. Dowds

Enclosures

Copies to Franklin F. Starks, Jr.
Joseph L. Ardery