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Trey Grayson

Secretary of State

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ARTICLES OF DISSOLUTION

SP TOOL & DIE, INC.

KNOW ALL MEN BY THESE PRESENTS THAT:

Pursuant to K.R.S. §271B.14-030, the undersigned officer of *SP Tool & Die, Inc.* executed the following Articles of Dissolution adopted by the corporation for the purpose of dissolving the corporation:

1. The name of the corporation is *SP Tool & Die, Inc.*
2. Dissolution was authorized on the 19th day of December, 2008.
3. Dissolution was unanimously approved by the shareholders of the Corporation on the 19th day of December, 2008.



JAMES THOMPSON, President

STATE OF KENTUCKY)
)
 COUNTY OF MADISON)

I, the undersigned, a Notary Public, do hereby certify that on the 19th day of December, 2008, personally appeared before me JAMES THOMPSON, who by me being first duly sworn, declares that he is the President of *SP Tool & Die, Inc.*; that he signs the foregoing document in the capacity stated above; and that the statements therein contained are true.

My commission expires: 11 / 9 / 2009

Melissa Whitaker (Howard)
 NOTARY PUBLIC
 KENTUCKY STATE AT LARGE

SP TOOL & DIE, INC.

SHAREHOLDERS' CONSENT TO VOLUNTARY DISSOLUTION

The undersigned, being all of the shareholders of *SP Tool & Die, Inc.*, pursuant to K.R.S. §271B.7-040, hereby consent to the dissolution of *SP Tool & Die, Inc.* and to cease using the assumed name "South Park Tool & Die, Inc." and hereby authorize James Thompson, President, to execute Articles of Dissolution in accordance with K.R.S. §271B.14-030 and to execute a Withdrawal of Assumed Name. Further we direct the President to file the Articles and Certificate of Withdrawal with the Secretary of State of the Commonwealth of Kentucky.

Dated this 19th day of December, 2008.



JAMES THOMPSON



DONALD WATTS



JAMES HUDSON



BERNIE BRUMAGEN