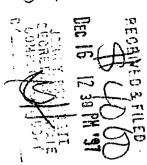
2712

ARTICLES OF DISSOLUTION PURSUANT TO KRS 271B.14-030 OF BACHE INSURANCE OF KENTUCKY, INC.



Pursuant to the provisions of KRS 271E.14-030, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is idache Insurance of Kentucky, Inc.

SECOND: Dissolution of the Corporation was authorized by unanimous vote of the directors pursuant to Written Consent of the Board of Directors in Lieu of Meeting dated December 3, 1997.

THIRD: Dissolution of the Corporation was approved by unanimous vote of the shareholders pursuant to Written Content of Sole Shareholder in Lieu of Meeting dated December 4, 1997. The number of issued and outstanding shares of the Corporation is One Hundred (100) and One Fundred (100) shares were voted in favor of dissolution.

Dated: December 10, 1997

BACHE INSURANCE OF KENTUCKY, INC.

Marie A. Baggao

Vice President

Lisa J. Finnell

Secretary

STATE OF NEW YORK)

(SS. COUNTY OF NEW YORK)

I, the undersigned, a Notary Public, do hereby certify that on December , 1997, personally appeared before me Marie A. Baggao and Lisa J. Finnell, who, being by me first duly sworn, declared that they are, respectively, the Vice President and Secretary of Bache Insurance of Kentucky, Inc., that they signed the foregoing document as Vice President and Secretary of the Corporation, and that the statements therein contained are true.

My commission expires:

PAUL M. WALDMAN Notary Public, State of New York No. 02WA5041711

Creatified in Suffolk County Commission Expires April 19, 199

NOTARY PUBLIC

CT CORPORATION SYSTEM

1633 Franciscopy New York 194 (1941)9 Ter 212 (215 (1920) Fax 212 (315 (1936)

December 15, 1997

Attn: Corporation Division Secretary of State State Capital Building, Room 152 Frankfort, Kentucky 40601

RE: BACHE INSURANCE OF KENTUCKY, INC. (Articles of Dissolution)

To Whom it May Concern:

We request your assistance in filing Articles of Dissolution for the above referenced corporation with your office on an Expiated Basis.

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Please return proof of filing in the Self-Address Fed-Ex envelope.

Very Truly yours,

Richard McPhie

Associate Customer Specialist

enc.

Special Instructions: Please obtain a stamped "Certified" copy of the filings.

Thanks !!!!