

55374

ARTICLES OF DISSOLUTION

OF

WHEELER & WILLIAMS HARDWARE COMPANY

I, Anthony S. Wheeler, President of Wheeler & Williams Hardware Company, a Kentucky corporation, having been directed to wind up and dissolve the said corporation by written consent to dissolve signed by a majority of the holders of all the voting power of the shareholders, do hereby certify that:

0055374.00
John Y. Brown III
Secretary of State
Received and Filed
08/08/2001 12:33 PM
Fee Receipt: \$40.00
Chance - PAOD

First. The name of the corporation is Wheeler & Williams Hardware Company.

Second. Dissolution of said corporation was authorized by written agreement to dissolve signed by a majority of the holders of all the voting power of the shareholders, commencing July 21, 2001. True and correct copies of said signed counterparts of the Agreement of Shareholders to Dissolve Wheeler & Williams Hardware Company is attached hereto and made a part hereof by reference.

Third. The number of votes entitled to be cast on the dissolution of said corporation is One Thousand, Five Hundred (1,500). One Thousand, Four Hundred Sixteen (1,416) shares were cast in favor of said dissolution as evidenced by the attachments hereto.

In witness whereof, I, Anthony S. Wheeler, President of Wheeler & Williams Hardware Company, acting for and on behalf of the corporation have hereunto subscribed my name and caused the seal (if any) of the corporation to be hereunto affixed this 6 day of August, 2001.

WHEELER & WILLIAMS HARDWARE COMPANY

By: Anthony Wheeler
Anthony S. Wheeler, President

Attest: Mary K. Wheeler
Mary K. Wheeler, Secretary

COMMONWEALTH OF KENTUCKY

COUNTY OF BOYD

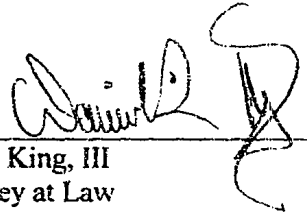
Before me, a notary public, personally appeared the above named Wheeler & Williams Hardware Company, by Anthony S. Wheeler, its president, and Mary K. Wheeler, its Secretary, who acknowledged that they be, and that the same is their free act and deed personally and as said officers, and the free act and deed of said corporation.

In testimony whereof, I have hereunto affixed my name at Ashland, Kentucky, this 6th day of August, 2001.

My Commission expires: May 20, 2003

Charles S. Cassity
Notary Public, Kentucky
State-at-Large

THIS INSTRUMENT PREPARED BY:


Daniel King, III
Attorney at Law
1200 Bath Ave., P.O. Box 1856
Ashland, Kentucky 41105-1856
Ph. (606) 329-1311

**AGREEMENT OF ALL SHAREHOLDERS TO DISSOLVE
WHEELER & WILLIAMS HARDWARE COMPANY**

We, the undersigned, being all of the shareholders of Wheeler & Williams Hardware Company, do hereby resolve and consent in writing to its dissolution and declare that it is desirable to, and the corporation does elect to, wind up and dissolve, and the president and other proper parties are hereby authorized and directed to take such actions as required by law or necessary to wind up the affairs of said corporation so that a certificate of dissolution may properly be issued by the Kentucky Secretary of State.

In witness whereof, we have hereunto subscribed our names on the dates set forth hereinbelow.

Julia A. Armantrout Date
Owner of 74 Shares
565 Hill Avenue
Glen Ellyn, IL 60137

B. H. River (Estate of) Date
Owner of 10 Shares
c/o R & C Rivers Company
P. O. Box 400
Washington Court House, OH 43160

Anthony S. Wheeler Date
Owner of 149 Shares
105 Princess Drive
Ashland, Kentucky 41101

Charles D. Wheeler 7/21/01

Charles D. Wheeler Date
Owner of 943 Shares
1317 Bath Avenue
Ashland, Kentucky 41101

Jack W. Wheeler Date
Owner of 58 Shares
3718 N. Sugar Lane
Bloomington, Indiana 47404

Lois Wheeler Early Date
Owner of 187 Shares
4791 Sherwood Drive
Ashland, Kentucky 41102

Richard R. Wheeler Date
Owner of 49 Shares
2920 Madge Street
Ashland, Kentucky 41102

Mary K. Wheeler Date
Owner of 30 Shares
1317 Bath Avenue
Ashland, Kentucky 41101

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Jack W. Wheeler 7/24/01

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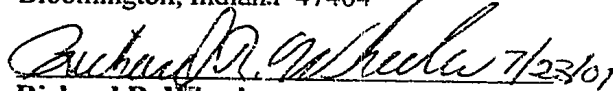
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<u>Lois Wheeler Early</u> Owner of 187 Shares 4791 Sherwood Drive Ashland, Kentucky 41102	Date
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<u>Richard R. Wheeler</u> Owner of 49 Shares 2920 Madge Street Ashland, Kentucky 41102	Date
---	------

<i>Mary K. Wheeler</i> 7-21-01 <u>Mary K. Wheeler</u> Owner of 30 Shares 1317 Bath Avenue Ashland, Kentucky 41101	Date
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Wheeler & Williams Hardware Company, Inc.
Stock outstanding
July 19, 2001

	shares
Armantrout, Julia A. 565 Hill ave Glen Ellyn, IL 60137	74
River, B.H., Estate c/o R&C Rivers company P.O. Box 400 Washington Court House Oh. 43160	10
Wheeler, Anthony S. 105 Princess Dr. Ashland, Ky. 41101	149
Wheeler, Charles D. 1317 Bath ave Ashland, Ky. 41101	943
Wheeler, Jack W. 3718 N. Sugar Lane Bloomington, Ind. 47404	58
Early, Lois Wheeler 4791 Sherwood Dr. Ashland, Ky. 41102	187
Wheeler, Richard R. 2920 Madge St. Ashland, Ky. 41102	49
Wheeler, Mary K. 1317 Bath ave. Ashland, Ky. 41101	30

total shares 1500

Mary K. Wheeler
Corporate Secretary

7-19-01

I, Mary K. Wheeler, Secretary of Wheeler & Williams Hardware Company, certify that the above-named persons are the holders of all the outstanding shares of said corporation, and that there are no other persons who should properly have a right to consent to the named matter.

Mary K. Wheeler, Secretary

DANIEL KING, III
ATTORNEY AT LAW
1200 BATH AVENUE, GALLOWAY BLDG.
POST OFFICE BOX 1858
ASHLAND, KENTUCKY 41105-1858

PHONE 606/329-1311
FAX 606/325-2786

Monday, August 6, 2001

Office of Secretary of State
Attention: Business Filings
700 Capitol Avenue, Room 154
P. O. Box 718
Frankfort, Kentucky 40602

Re: Wheeler & Williams Hardware Company

To Whom It May Concern:

Enclosed herewith you will find the Articles of Dissolution for the above-referenced corporation in quadruplicate originals. My check in the amount Forty (\$40.00) Dollars to cover your filing fee is also enclosed herewith.

Please file this document in your office at your earliest convenience.

Sincerely,


Daniel King, III

DK,lf/csc

Enclosures