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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 22 1986
Duffell & Davis

STATEMENT OF INTENT TO DISSOLVE
A & A STORES, INC.

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, all the Shareholders and Directors of A & A STORES, INC., organized under the laws of the Commonwealth of Kentucky with registered offices located in Fulton, Kentucky, adopted a joint resolution and upon a written consent of the shareholders, authorizing voluntary dissolution;

NOW, THEREFORE, A & A STORES, INC., through its duly authorized and constituted president and Secretary, makes and declares its Statement of Intent to voluntarily dissolve and represents that:

(a) The name of the corporation is:

A & A STORES, INC.

(b) The President and Secretary of the corporation is Alva B. Adams, 1300 Vine Street, Fulton, Kentucky 42041;

(c) The Sole Director of the corporation is Alva B. Adams, 1300 Vine Street, Fulton, Kentucky 42041;

(d) The Written Consent of the Sole Shareholders is copied verbatim herein as follows:

"RESOLVED, that the corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution and in accordance with Section 331 of the Internal Revenue Code:

(1) The officer and director is authorized and directed to, on or before December 31, 1986, conclude the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimate unascertained or contingent liabilities and contingent expenses, if she deems such a reserve desirable or necessary; distribute proceeds and any other assets, subject to any remaining liabilities, to the shareholder in cancellation of her shares; and take all appropriate and necessary action to dissolve the Corporation under Kentucky Law.

(2) If a reserve established to meet claims against the Corporation is maintained after the period referred to above, the officer shall arrange for the distribution of any unused balance of the reserve to the shareholder as soon as practicable.

Alva B. Adams
Alva B. Adams
Sole Stockholder and Director
A & A STORES, INC."

(e) The undersigned officer represents that the Resolution has been signed by all of the shareholders.

(f) Alva B. Adams, whose business post office address is 1300 Vine Street, Fulton, Kentucky 42041, is appointed to act for the corporation in winding up its affairs.

(g) There are 240 shares of stock of the corporation presently outstanding.

(h) All shares voted in favor of the motion for voluntary dissolution.

IN WITNESS WHEREOF, the undersigned duly authorized officers of A & A STORES, INC., have signed and acknowledged the foregoing Statement of Intent to Dissolve on this 17th day of December, 1986.

Alva B. Adams
President

ATTEST:

Alva B. Adams
SECRETARY

STATE OF KENTUCKY

COUNTY OF FULTON

Subscribed and sworn to before me by Alva B. Adams, in her capacity as President and Secretary of A & A Stores, Inc., a Kentucky corporation, on behalf of said corporation, this 17th day of December, 1986.

Thomas H. Hanning
Notary Public

My Commission Expires: 6-17-87.

This Notary

Thomas H. Hanning
Notary Public
211 1/2 N. 3rd St.
Fulton, Ky. 42041

RECEIVED

MILLER & NANNEY
ATTORNEYS AT LAW

RODNEY A. MILLER (Ret.)
THOMAS A. NANNEY

December 16, 1986

SECRETARY OF STATE
BURING WEALTH OF KY
313 Main Street
P.O. Box 257
Fulton, Kentucky 42041
Telephone (502) 472-3214

Secretary of State
Capitol Building
Frankfort, Kentucky

Re: A&A Stores, Inc.
-Statement of Intent to Dissolve

Dear Sir:

Enclosed please find in quadruplicate, the Statement of Intent to Dissolve A & A Stores, Inc. Also enclosed is our check in the amount of \$10.00 which represents filing fees.

Please file the same and return to this office for filing in the Fulton County Clerk's Office.

Respectfully yours,

MILLER & NANNEY

Thomas A. Nanney

Thomas A. Nanney
TAN:jth
Enclosure

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