

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

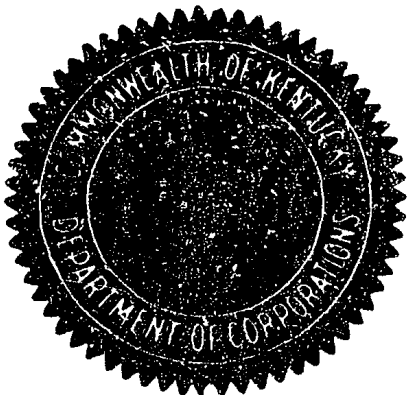
CERTIFICATE OF DISSOLUTION OF

USLIFE CREDIT CORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Dissolution of
USLIFE CREDIT CORPORATION

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply with the statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Dissolution of the aforesaid corporation.



Witness my official signature and seal of office this 30th
day of OCTOBER, 19 86, at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

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OK \$ 15.00
Dreedy & Davis
SECRETARY OF STATE

ARTICLES OF DISSOLUTION
OF
USLIFE Credit Corporation

Pursuant to the provisions of Section 271A.460 of the Kentucky Revised Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is:

USLIFE Credit Corporation

458068

2. A statement of intent to dissolve the corporation was filed by the Secretary of State of Kentucky on July 24, 1986.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

4. All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

5. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

Dated July 24th, 1986.

USLIFE Credit Corporation

By Robert T. Livingston
Robert T. Livingston
President

By James P. Putman
James P. Putman
Secretary

STATE OF ILLINOIS))
COUNTY OF COOK)) SS.

I, Joseph O. Fincher, a notary public, do hereby certify that on this 24th day of July, 1986, personally appeared before me Robert T. Livingston, who, being by me first duly sworn, declared that he is the President of USLIFE Credit Corporation, that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Joseph O. Fincher
(Notary Public)

My Commission Expires Feb. 15, 1989

NOTARIAL SEAL

Prepared by: Jay C. Beckley
Jay C. Beckley, Atty
1027 East State Parkway
Schaumburg, Illinois 60195

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
208 SOUTH LA SALLE STREET CHICAGO ILL 60604 • (312) 263 1414

October 27, 1986

RE: USLIFE CREDIT CORPORATION (KY. DOM.)

COUNSEL: Jay C. Beckley, Exec. V.P. &
Csl.
USLIFE CREDIT CORPORATION
1027 E. State Parkway
Schaumburg, IL 60195

SECRETARY OF STATE
Corporation Department
State Capitol Bldg.
Frankfort, KY 40601

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing
the documents identified below:

Incorporation

Qualification

Change of Agent/Office

A. Domestic

B. Foreign

Amendment

A. Domestic

B. Foreign

Merger

A. Domestic

B. Foreign

Dissolution

A. Statement of Intent of STATE

B. Certificate of Dissolution OF KY.

Withdrawal

Other

RECEIVED

OCT 30 1986

SECRETARY OF STATE
COMMONWEALTH OF KY.

Kindly send evidence to the undersigned. If there are any
problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

Paul J. Schuba
Paul J. Schuba

Service Representative

PJS/sb

Encls.

SPECIAL INSTRUCTIONS: The attached is being forwarded to you
pursuant to your letter dated October 21, 1986. (A photocopy
of the letter is attached for your convenience).