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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 24 1973
Drayton H. Davis
SECRETARY OF STATE
*ACK
OK 7/10/73*

STATEMENT OF INTENT TO DISSOLVE
USLIFE Credit Corporation
BY WRITTEN CONSENT OF SHAREHOLDERS

To the Secretary of State
of the State of Kentucky

Pursuant to the provisions of Section 271A.415 of the Kentucky Revised Statutes, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

FIRST: The name of the corporation is:

USLIFE Credit Corporation

SECOND: The names and respective addresses of its officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert T. Livingston	President	1027 E. State Parkway Schaumburg, IL 60195
Jay C. Beckley	Executive Vice Pres.	1027 E. State Parkway Schaumburg, IL 60195
Eldon D. Prothe	Vice Pres. & Treasurer	1027 E. State Parkway Schaumburg, IL 60195
James P. Putman	Vice Pres. & Secretary	1027 E. State Parkway Schaumburg, IL 60195
Robert S. Ferencz	Vice Pres.	1027 E. State Parkway Schaumburg, IL 60195

THIRD: The names and respective addresses of its directors are:

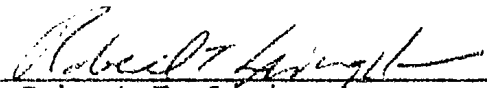
<u>NAME</u>	<u>ADDRESS</u>
Robert T. Livingston	1027 E. State Parkway Schaumburg, IL 60195
Jay C. Beckley	1027 E. State Parkway Schaumburg, IL 60195
Robert S. Ferencz	1027 E. State Parkway Schaumburg, IL 60195
James P. Putman	1027 E. State Parkway Schaumburg, IL 60195

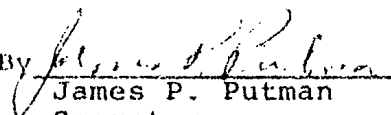
FOURTH: The following written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation, or signed in their names by their respective attorneys thereunto duly authorized:

SEE ATTACHED

Dated July 17th, 1986

USLIFE Credit Corporation

By 
Robert T. Livingston
President

By 
James P. Putman
Secretary

STATE OF ILLINOIS))
COUNTY OF COOK) SS.

I, Joseph D. Fincher, a notary public, do hereby certify that on this 17th 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 D. 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

UNANIMOUS CONSENT TO DISSOLUTION

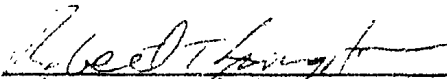
OF

USLIFE Credit Corporation

WE, THE SUBSCRIBERS, being the record owners and holders of all the outstanding of USLIFE Credit Corporation, a corporation organized and existing under the laws of the State of Kentucky, deeming it advisable and most for the benefit of said corporation that the same should be forthwith dissolved, DO HEREBY GIVE OUR CONSENT in writing to its dissolution pursuant to the provisions of Section 271A.415 of the Kentucky Revised Statutes and do sign this consent.

IN WITNESS THEREOF, these presents have been signed this 26th day of June, A.D. 1986.

USLIFE CREDIT CORPORATION
(Sole Stockholder)



Robert T. Livingston
President