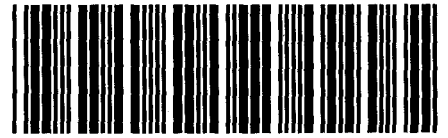


Commonwealth of Kentucky  
Trey Grayson  
Secretary of State



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**Certificate of Dissolution**

JUDITH A EDWARDS  
1043 PEDIGO WAY  
BOWLING GREEN, KY 42103

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NOV 29 2005

SECRETARY OF STATE  
COMMONWEALTH OF KY

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the office of the Secretary of State,

**USA TAX AND ACCOUNTING, INC.**

did not file its 2005 annual report within sixty days after it was due. Accordingly, the Secretary of State administratively dissolved the corporation on November 1, 2005.



IN WITNESS THEREOF, I have  
hereunto set my hand and affixed my  
official seal this 1st day of November,  
2005.

*Trey Grayson*

Trey Grayson  
Secretary of State



TREY GRAYSON  
**SECRETARY OF STATE**  
 P.O. BOX 1150  
 FRANKFORT, KY 40602-1150  
**ANNUAL REPORT ENCLOSED**

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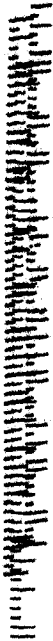
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SECRETARY OF STATE  
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