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Trey Grayson
Secretary of State
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Fee Receipt: \$115.00

Commonwealth of Kentucky

**Trey Grayson
Secretary of State**

**Application for Reinstatement
(Profit)**

USA TAX AND ACCOUNTING, INC.

was administratively dissolved under KRS 271B.14-210 or revoked under KRS 271A.615 on **November 1, 2005** because the corporation did not:

- File its annual report for the year **2005**.
- Change its period of duration in its Articles of Incorporation.

The undersigned hereby applies for reinstatement on behalf of the above named corporation and further states as follows:

1. the grounds for dissolution either did not exist or have been eliminated;
2. the corporation's name satisfies the requirements of KRS 271B.4-010; and
3. the corporation has not wound up or liquidated its business and affairs under KRS 271B.14-050 and notified claimants under KRS 271B.14-060 and KRS 271B.14-070.

The following documents and fees are enclosed with this application:

- (1) A certificate from the Kentucky Department of Revenue reciting that all taxes owed by the corporation have been paid;
- (2) Reinstatement Annual Report;
- (3) A check in the amount of **\$115.00** which includes:
 - (a) **\$100.00** reinstatement penalty fee;
 - (b) **\$15.00** Annual report fee for filing each delinquent annual report for **1 year**.
- (4) Form SSC-107 - Complete this form if a change has occurred to the current registered office or agent, or both. Add \$10.00 to the total listed in section (3) if the form is being filed as part of this reinstatement.
- (5) Articles of Amendment to the Articles of Incorporation -If the corporation's name is unavailable for use at the time of reinstatement, add \$40.00 to the total in section (3) if an amendment is being filed as part of this reinstatement.
- (6) Articles of Amendment to the Articles of Incorporation. -If changing the corporation's period of duration due to expiration, add \$40.00 to the total in section (3) if an amendment is being filed as part of this reinstatement.

Date 2.28.06

Signature Brenda Spears

Title Secretary

Corporate Name

Before filing an application for reinstatement, each corporation should call the office of the Secretary of State (502.564.3490) to make certain that its corporate name is still available for use. If a corporation's name is not available for use at the time of reinstatement, articles of amendment changing the name must accompany this application for reinstatement.

Commonwealth of Kentucky
Trey Grayson, Secretary of State
Reinstatement Annual Report

Record Number: 0602395

Report for years of 2005

(1) Exact Corporate name and Principal Office Address:

(4) Total filing fee: \$15.00

USA TAX AND ACCOUNTING, INC.
1043 PEDIGO WAY
BOWLING GREEN, KY 42103

(2) Principal Office Address is hereby changed to:

(5) State of Incorporation: Kentucky

(6) Date of Incorporation: 12/30/2004

(3) Registered Agent and Registered Office Address:

JUDITH A EDWARDS
1043 PEDIGO WAY
BOWLING GREEN, KY 42103

Please note: Changes made to the registered agent or registered office address in #3 cannot be made on this form. Please complete form #SSC-107.

Please type or print the names and business addresses of the corporation's current principal officers. If sole officer, please check

President	Judith A. Edwards	1043 Pedigo Way, Bowling Green, KY 42103
Vice President		
Secretary	Brenda Spears	1043 Pedigo Way, Bowling Green, KY 42103
Treasurer	Brenda Spears	1043 Pedigo Way, Bowling Green, KY 42103

Please type or print the names and business address of the corporation's directors.

Directors are required to be listed. No listing of directors is verification that the corporation has dispersed with the board of directors. Non-profit corporations must list three or more directors.

Judith A. Edwards	1043 Pedigo Way, Bowling Green, KY 42103
Brenda Spears	1043 Pedigo Way, Bowling Green, KY 42103

I verify that the information in this annual report is current as of the date this report is executed.

Authorized Signature Brenda Spears Title Secretary Date 2.28.06

Professional Service Corporations only:

In addition to the annual report content requirement, a list of names and addresses of all shareholders of the professional service corporation must be included, and the president must sign the certificate below.

Certificate of Professional Services Corporation

I, president of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS chapter 274, and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

President's signature _____

COMMONWEALTH OF KENTUCKY
DEPARTMENT OF REVENUE
FRANKFORT
40620
revenue.ky.gov

February 23, 2006

BRETT A REYNOLDS
ENGLISH LUCAS PRIEST & OWSLEY LLP
1101 COLLEGE STREET
P O BOX 770
BOWLING GREEN KY 42102 0770

Dear Mr. Reynolds:

YOUR FEBRUARY 22, 2006 REQUEST FOR LETTER OF GOOD STANDING

The Department of Revenue records show that USA Tax and Accounting, Inc. has filed Kentucky Corporation Income and License Tax Returns through the calendar year ended 12/04, and has paid the income and license taxes shown to be due or assessed as of the date of this letter. The Department of Revenue requests that the corporation's charter be reinstated providing all other requirements of the Secretary of State have been met by the corporation.

This letter must be submitted to the office of the Secretary of State within thirty days to be accepted for reinstatement.

Sincerely,



Theresa Collins, Taxpayer Ser Spec II
Corporation Tax Section
200 Fair Oaks Lane, Second Floor
P O Box 1302, Station 52
Frankfort, KY 40601
(502) 564-8139, Ext. 4745
FAX (502) 564-3392