

RECEIVED & FILED *Ch 1600*

ARTICLES OF DISSOLUTION
OF
CAMPBELL COMPANY, INCORPORATED

JUN 18 12 52 PM '98

JOHN Y. DROWN, III
SECRETARY OF STATE
COMM. SECRETARY
BY *David Perry*

ARTICLE I

The name of the corporation is Campbell Company, Incorporated.

ARTICLE II

The dissolution was authorized on the 16th June, 1998, by a majority vote of the Board of Directors and by a majority vote of the Shareholders.

ARTICLE III

The dissolution was approved by a majority vote of the Shareholders.

- (i) The number of votes entitled to be cast on the proposal to dissolve was three thousand one hundred forty-four (3,144).
- (ii) The number of votes cast for the dissolution was two thousand seven hundred eight-five (2,785).
- (iii) The number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

Voting by groups was not required.

Dated: 16th day of June, 1998.

CAMPBELL COMPANY, INCORPORATED

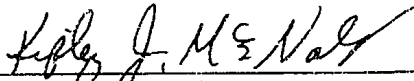
By: *Robert E. Coleman*
Robert E. Coleman, President

By: *O. Grant Bruton*
O. Grant Bruton, Secretary

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing document was produced to me and acknowledged and delivered before me by Robert E. Coleman, President, Campbell Company, Incorporated, on the 16th day of June, 1998, to be his free act and deed.

My Commission Expires: November 6, 1999

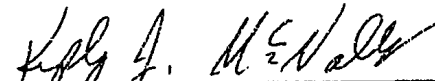


Kipley J. McNally
NOTARY PUBLIC
STATE AT LARGE, KENTUCKY

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)


I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing document was produced to me and acknowledged and delivered before me by O. Grant Bruton, Secretary, Campbell Company, Incorporated on the 16th day of June, 1998, to be his free act and deed.

My Commission Expires: November 6, 1999



Kipley J. McNally
NOTARY PUBLIC
STATE AT LARGE, KENTUCKY

THIS INSTRUMENT PREPARED BY:



O. GRANT BRUTON
KIPLEY J. McNALLY
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Louisville, KY 40202
(502) 584-1135

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EDWIN G. MIDDLETON (1920-1980)
CHARLES G. MIDDLETON, JR. (1916-1988)

OF COUNSEL
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J. PAUL KEITH III

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JEFFERSONVILLE, INDIANA 47130
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BROOKS ALEXANDER
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HENRY B. ALFORD
SCOTIA DUVALL
DANIEL C. STELTER**
TERRIE PHELPS
LAURA D. ROBERTSON
JAMES R. ROBINSON

June 16, 1998

*ALSO ADMITTED INDIANA
LICENSED TO PRACTICE BEFORE
U.S. PATENT & TRADEMARK OFFICE

Honorable John Y. Brown, III
Kentucky Secretary of State
700 Capitol Avenue, Suite 152
P.O. Box 718
Frankfort, KY 40602-0718

RE: Campbell Company, Incorporated

Dear Mr. Brown:

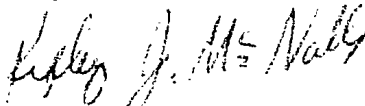
Please find enclosed an original and three conformed copies of the Articles of Dissolution for Campbell Company, Incorporated., together with our check in the amount of \$40 in payment for the filing fee.

Also enclosed please find an original and two conformed copies of a Statement of Change of Registered Office or Registered Agent or Both for the above-referenced corporation together with our check in the amount of \$10 in payment of the filing fee.

Please file the enclosed Articles of Dissolution and Statement of Change of Registered Office or Registered Agent or Both and return copies to me marked with the stamp of your office to indicate receipt of this filing.

If you have any questions, please give me a call.

Very truly yours,



Kipley J. McNally

KJM/emd

Encl.

Articles of Dissolution
Statement of Change of Registered Office or Registered Agent or Both
Check in the amount of \$40
Check in the amount of \$10

cc: Robert E. Coleman (w/o encl.)
O. Grant Bruton, Esq. (w/o encl.)