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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

RECORD #

0234696

DUE JUNE 30,

2000

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

KENTUCKY-TEXAS CAPITAL, INC.
3600 NATIONAL CITY TOWER
101 S. FIFTH ST.
LOUISVILLE, KY 40202

RECEIVED

MAY 3 1 2000

SECRETARY OF STATE
COMMONWEALTH OF KY

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

10/01/1987

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site

R. GENE SMITH
101 SOUTH FIFTH ST.
STE 3600
LOUISVILLE, KY 40202

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	R Gene Smith	101 So. Fifth, Suite 3600, Louisville, KY 40202
Secretary	Angela Criscillis	Address " " "
		Address
		Address
		Address
		Address

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

R. GENE SMITH	101 So. Fifth, Suite 3600, Louisville, KY 40202
Name	Address
Name	Address
Name	Address
Name	Address

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Angela Criscillis
Signature of Officer or Chairman of the Board

TITLE Secretary

DATED 5/10/2000