

LAW OFFICES

GRANGER, SANTRY, MITCHELL & HEATH, P.A.

SHARON A. DI MURO  
SUSAN S. FOLB  
MICHAEL L. GRANGER  
DAVID P. HEATH  
VICTORIA E. HEULER  
JAIME D. LIANG  
ELIZABETH J. MAYKUT  
STEPHEN E. MITCHELL  
GEORGE G. RASKY  
FRANK J. SANTRY  
GENE H. WILLIAMS

205301

MAILING ADDRESS:  
POST OFFICE BOX 14129  
TALLAHASSEE, FLORIDA  
32317  
(904) 385-3800  
2833 REMINGTON GREEN CIRCLE  
(CAPITAL CIRCLE NORTHEAST)  
FACSIMILE: (904) 385-3862

February 20, 1997

State of Florida  
Division of Corporations  
300 E. Gaines Street  
Tallahassee, FL 32309

300002093663--6  
-02/20/97--01089--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Filing Articles of Dissolution  
Southeast Agency, Inc. on behalf of  
Bankers Life and Casualty Company

To whom it may concern:

Attached please find the following documents:

- Articles of Dissolution executed January 30, 1997
- Board Certified Resolution to Dissolve  
executed by Southeast Agency, Inc. on January 30, 1997
- Board Certified Resolution to Dissolve  
executed by Bankers Life & Casualty on January 30, 1997
- Check for \$87.50

Please return, at your earliest opportunity, the Secretary  
of State's certification of Dissolution to my attention at P.O.  
Box 14129, Tallahassee, FL 32317.

Thank you for your assistance in this matter. If there are  
any questions related to the documents attached hereto please  
call me directly at 385-3800.

Sincerely,

GRANGER, SANTRY, MITCHELL &  
HEATH, P.A.

Sharon A. DiMuro

Enclosures: As listed above

FILED  
97 FEB 20 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DL  
2/20/97  
VOL DTS

ARTICLES OF DISSOLUTION

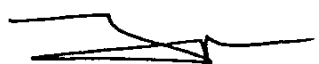
Pursuant to Chapter 607.1403 of the Florida Statutes:

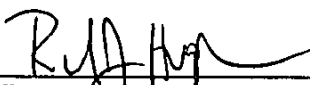
1. Dissolution of SOUTHEAST AGENCY, INC., formerly INDUSTRIAL CORPORATION, a Florida Corporation, was proposed resolved and authorized via the written consent of its Board of Directors with final authorization to dissolve rendered the 30<sup>th</sup> day of January, 1997.

2. The resolution to dissolve was authorized and approved by an informal board meeting held and evidenced via written consent of the sole shareholder, Bankers Life and Casualty Company, rendered by and through its duly authorized Board of Directors, with such final written consent effected the 30<sup>th</sup> day of January, 1997.


3. Dissolution of SOUTHEAST AGENCY, INC. is hereby effected as of the 30<sup>th</sup> day of January, 1997.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals and acknowledge to be filed with the office of the Secretary of State the foregoing Articles of Dissolution, this \_\_\_ day of January, 1997.

  
FRED E. CROSLEY, President  
SOUTHEAST AGENCY, INC.

  
ROBERT J. HUGHES, Treasurer  
SOUTHEAST AGENCY, INC.

(Corporate Seal)

  
RONALD Y. JACKSON, Secretary  
SOUTHEAST AGENCY, INC.

FILED  
97 FEB 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Indiana

County of Hamilton

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared FRED E. CROSLY, RONALD L. JACKSON and ROBERT J. HUGHES, to me well known to be the persons who executed the foregoing ARTICLES OF DISSOLUTION, and each severally acknowledged before me that they signed the same for the purposes therein stated.

WITNESS my hand and official seal, this 30<sup>th</sup> day of JANUARY, 1997.

My commission expires:  
5-20-2000

Kim K. Smith  
Notary Public  
State of Indiana

**BANKERS LIFE AND CASUALTY COMPANY  
SECRETARY'S CERTIFICATE**

The undersigned, Ronald L. Jackson, being the Secretary of Bankers Life and Casualty Company, an Illinois domiciled insurance company (the "Company") hereby certifies that attached hereto as Exhibit A is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the Company, which resolutions have not been amended, annulled, rescinded, or revoked and are now in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of this 30<sup>th</sup> day of JANUARY, 1997.


  
\_\_\_\_\_  
Ronald L. Jackson

EXHIBIT "A"

RESOLVED that retention of SOUTHEAST AGENCY, INC. as a corporate entity no longer serves the best interest of the sole shareholder, Bankers Life and Casualty Company;

FURTHER RESOLVED that SOUTHEAST AGENCY, INC. will, therefore, be dissolved as soon as practicable by reasonable efforts of the SOUTHEAST AGENCY, INC. Board of Directors ("S.E.Board") or its designated corporate officers. The S.E.Board or its designated corporate officers are hereby authorized by the shareholders to exercise whatever measures may be necessary to collect assets, dispose of properties that will not be distributed to Bankers Life and Casualty, discharge liabilities, and distribute liquid assets to Bankers Life and Casualty Company as the sole shareholder;

FURTHER RESOLVED that the corporate officers of SOUTHEAST AGENCY, INC. will thereafter file Articles of Dissolution for SOUTHEAST AGENCY, INC. with an effective date set by the S.E.Board or its designated corporate officers, pursuant to the laws of the State of Florida.