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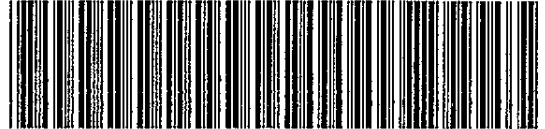
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January 5, 2005

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ERS, L.C.

Dear Sir/Madam:

Please find enclosed the Articles of Dissolution of ERS, L.C. and for filing and the requisite \$25.00 filing fee.

Please return all correspondence concerning this matter to the following:

Stephanie McGehee-Shacklette
Harned, Bachert & Denton, LLP
P.O. Box 1270
Bowling Green, KY 42102-1270.

For further information concerning this matter, please call Stephanie McGehee-Shacklette at (270) 782-3938. Please also find enclosed two additional copies of the Articles of Dissolution to be stamped as filed and returned in the self-addressed stamped envelope enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

HARNED, BACHERT & DENTON, LLP



Stephanie McGehee-Shacklette

SLM/ang
Enclosures

ARTICLES OF DISSOLUTION

FOR

ERS, L.C.

a Florida Limited Liability Company

FILED
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TALLAHASSEE, FLORIDA

The undersigned, desiring to dissolve ERS, L.C. under and pursuant to Florida Statutes, Chapter 608 entitled the "Florida Limited Liability Company Act," do hereby accept the following Articles of Dissolution for such company:

1. **Name.** The name of this Company is ERS, L.C.
2. **Effective Date.** The effective date of the limited liability company's dissolution is December 31, 2004.
3. **Approval.** This dissolution has been approved by the written consent of all of the members of the limited liability company pursuant to FS § 608.441(c) and the Operating Agreement of the company.
4. **Debts, Obligations, and Liabilities of the Limited Liability Company.** All debts, obligations and liabilities of the limited liability company have been paid or discharged, or adequate provision has been made therefore pursuant to FS § 608.4421.
5. **Remaining Property and Assets of the Limited Liability Company.** All remaining property and assets of the limited liability company have been distributed to the Florida Department of Financial Services, as agreed to by the sole member.
6. **Pending Suits.** There are no suits pending against the limited liability company in any court, or adequate provision has been made for the satisfaction of any judgment, order, or decree which may entered against said company in any pending suit.

John IN WITNESS WHEREOF, the undersigned Member has hereunto set its hand and seal this the day of December, 2004.

William D. Latta
WILLIAM LATTA, Chairman of the Board of
Directors of American Superior Holding
Company, L.C.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)