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4211 NORBOURNE BOULEVARD LOUISVILLE, KENTUCKY 40207

December 27, 2001

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Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Dear Madam/Sir:

Please file the articles of dissolution and return a certified copy to:

Jerry Rice 4211 Norbourne Boulevard Louisville, KY 40207

Telephone No.: (502) 897-1861

Thank you.

Sincerely,

Jerry Rice Vice President

Encls.

ANT DISS/CC 1.8.02 SECRETARY OF STATE DIVISION OF CORPORATIONS

OI DEC 28 AM 9: 4.1

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: RICE/PHIPPS CORP.		
SECOND:	The date dissolution was authorized: December 27, 2001		
THIRD:	Adoption of Dissolution (CHECK ONE)		
	solution was approved by the shareholders. The number of votes cast for disso sufficient for approval.	olution	
Diss	solution was approved by vote of the shareholders through voting groups.		
	The following statement must be separately provided for each voting group ntitled to vote separately on the plan to dissolve:		
The	number of votes cast for dissolution was sufficient for approval by		
	(voting group)		***
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)	01 DEC 2	SECRET
	C. Fred Rice (Typed or printed name)	28 AM 9:	CORPORATION OF STA
	President (Title)	= 3	