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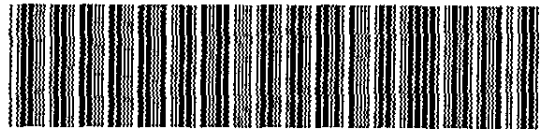
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TALLAHASSEE, FLORIDA

ADR
12/11/03

**REED WEITKAMP
SCHELL & VICE PLLC**

Matthew H. Chandler

500 West Jefferson Street, Suite 2400
Louisville, Kentucky 40202-2812
Telephone (502) 589-1000
Facsimile (502) 562-2200
mchandler@rwsvlaw.com

December 9, 2003

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida/Dallas Holding Corp. - Articles of Dissolution

Dear Sir:

Enclosed please find an original and one copy of the Articles of Dissolution of Florida/Dallas Holding Corp., along with a check in the amount of \$43.75 to cover the filing fee for the Articles and a certified copy. Please file the enclosed Articles of Dissolution and return a certified copy to me. I have enclosed a self-addressed, return envelope for your convenience.

If you have any questions or concerns, please contact me.

Sincerely,



Matthew H. Chandler

MHC/vlw
Enclosures

cc: Jerry W. Rice
Gary R. Weitkamp, Esq.
(with encl.)

ARTICLES OF DISSOLUTION
OF
FLORIDA/DALLAS HOLDING CORP.

FILED
03 DEC 12 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, Florida/Dallas Holding Corp., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Dissolution:

- FIRST: The name of the Corporation is Florida/Dallas Holding Corp.
- SECOND: Resolutions authorizing the dissolution of the Corporation were adopted by the Board of Directors on December 8, 2003 and by the sole shareholder on December 8, 2003.
- THIRD: Of the 100 vote(s) entitled to be cast on the proposal to dissolve the Corporation, the vote was unanimous in favor of dissolving the Corporation. The number of votes cast was sufficient for approval.

IN TESTIMONY WHEREOF, the Corporation has duly caused these Articles of Dissolution to be executed on its behalf by the undersigned duly authorized officer, as of the 8th day of December, 2003.

FLORIDA/DALLAS HOLDING CORP.

By: 
Robert T. Shaw, President

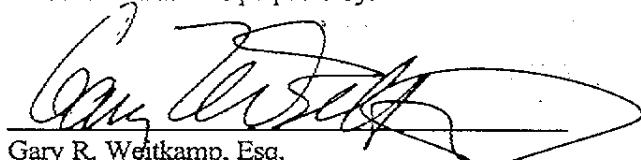
STATE OF ~~FLORIDA~~ KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, a Notary Public in and for the State and County aforesaid, do hereby certify that on the 8th day of December, 2003, there personally appeared before me Robert T. Shaw, who being by me first duly sworn, declared that he is the President of Florida/Dallas Holding Corp., that he signed the foregoing document as President of the Corporation, and that the statements contained therein are true and correct.

My commission expires: SEPTEMBER 13, 2005.


Notary Public

This instrument was prepared by:

A handwritten signature in black ink, appearing to read "Gary R. Weitkamp", written over a horizontal line.

Gary R. Weitkamp, Esq.
REED WEITKAMP SCHELL & VICE PLLC
500 W. Jefferson Street, Suite 2400
Louisville, Kentucky 40202
(502) 589-1000