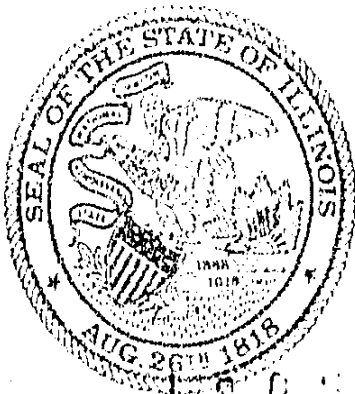


**Whereas,** APPLICATION FOR WITHDRAWAL OF ALL AMERICAN CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of DECEMBER A.D. 1991 and of the Independence of the United States the two hundred and 16TH.



*George H Ryan*  
SECRETARY OF STATE

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Form **BCA-13.45**  
(Rev. Jan. 1991)

## APPLICATION FOR CERTIFICATE OF WITHDRAWAL AND FINAL REPORT

File # 5522-858-2

George H. Ryan  
Secretary of State  
Department of Business Services

# FILED

SUBMIT IN TRIPLICATE

DEC 16 1991

This space for use by  
Secretary of State

Date 12-16-91

License Fee \$  
Franchise Tax \$  
Filing Fee \$ 25.00  
Penalty \$  
Interest \$  
Approved: *[Signature]*

Remit payment in check or money  
order, payable to "Secretary of State."

GEORGE H. RYAN  
SECRETARY OF STATE

- CORPORATE NAME: All American Corp. d/b/a in Illinois All American Corp., a Texas Corporation
- STATE OR COUNTRY OF INCORPORATION: Texas
- Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:  
1901 Diplomat  
Farmers Branch, Texas 75234
- No portion of its issued shares at this time is represented by business transacted or property located in this State.
- It surrenders its authority to transact business in Illinois.
- It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

### (COMPLETE ONLY WHEN APPLICABLE)

- (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued in cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
			TOTAL	\$

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$
		TOTAL	\$

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8. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares
Common		\$ .01	1,000

9. Paid-in capital at date of execution:

Paid-in Capital \$ 18,672.25

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 2, 19 91 Wayside American Corp.

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Randy S. Kercho, Secretary  
(Type or Print Name and Title)

by [Signature]  
(Signature of President or Vice President)  
R. Thomas Russell, Vice President  
(Type or Print Name and Title)

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COOK COUNTY, ILLINOIS  
FILED FOR RECORD

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05/12/91