

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/26/95

05024-1021

CHARTER NUMBER: 712332
ROLL AND FRAME: 5024-1021

CORPORATION:
CITY CENTRE INVESTMENT CORP.

DOCUMENT NUMBER	CODE	FEE
-----	----	---
94122915601	DIS	35.00

069777

RETURN TO: VORYS,SATER,SEYMOUR AND PEASE
ATTN J C MAKLEY
P O BOX 1008
COLUMBUS OH 43216-1008

TOTAL : 35.00
0104

05024-1022



The State of Ohio

Bob Taft

Secretary of State

712332

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: DIS

of:

CITY CENTRE INVESTMENT CORP.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5024 at Frame 1023 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 28TH day of DEC

A.D. 19 94 .



Bob Taft
Bob Taft
Secretary of State

05024-1023

APPROVED

By.....
Date.....12-26-94
Amount.....35.00

94122915601

CERTIFICATE OF DISSOLUTION

OF

CITY CENTRE INVESTMENT CORP.

Peggy Ugland and Jeffrey J. Smith, the Vice President and Secretary, respectively, of City Centre Investment Corp., an Ohio corporation which filed its Articles of Incorporation in the office of the Secretary of State on the 13th of November, 1987, do hereby certify that:

FIRST. The name of the corporation is CITY CENTRE INVESTMENT CORP.

SECOND. The place in Ohio where its principal office is located is Columbus, Franklin County, Ohio.

THIRD. The name, title and complete post office addresses of its directors and officers are:

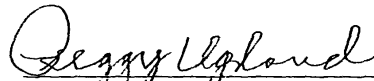
Leslie H. Wexner	Director	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215
Jeffrey Epstein	President	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215
Peggy Ugland	Vice President	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215
Jeffrey J. Smith	Secretary	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215

FOURTH. The name and address of the statutory agent is Richard W. Rubenstein, 41 South High Street, Columbus, Ohio 43215.

05024-1024

FIFTH. The undersigned have been authorized to execute and file this Certificate by a resolution adopted in a writing pursuant to the provisions of Section 1701.54 of the Ohio Revised Code by the sole shareholder who declared that the corporation has elected to wind up its business and dissolve.

IN WITNESS WHEREOF, said Peggy Ugland, Vice President, and Jeffrey J. Smith, Secretary, of City Centre Investment Corp., acting for and on behalf of said Corporation, have hereunto subscribed their names as of this 29th day of December, 1994, to this Certificate of Dissolution of City Centre Investment Corp.


Peggy Ugland, Vice President


Jeffrey J. Smith, Secretary

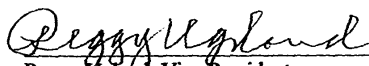
RECEIVED
DEC 28 1994
SECRETARY OF STATE

05024-1025

AFFIDAVIT

STATE OF OHIO :
: SS:
COUNTY OF FRANKLIN :

Peggy Ugland, being first duly sworn, deposes and says that she is the Vice President of City Centre Investment Corp.; that this affidavit is made in compliance with Section 1701.86 of the Ohio Revised Code; that said corporation has no personal property in any county in the State of Ohio; and that the net assets of said corporation have been applied or are sufficient to pay all personal property taxes accrued to date.


Peggy Ugland, Vice President

Sworn to and subscribed before me and in my presence this 28th day of December, 1994.


Notary Public



JULIE A. BURGNER
NOTARY PUBLIC-STATE OF OHIO
MY COMMISSION EXPIRES NOV. 15, 1995
1994

05024-1026

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities
(Section 1701.26(H)(6) of the Ohio Revised Code)

The undersigned, being duly sworn, declares that on the dates indicated below each of the named governmental authorities was advised in writing by

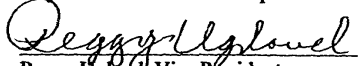
City Centre Investment Corp.
(Name of Corporation)

of the scheduled date of filing of the certificate of dissolution and of the acknowledgment by the Corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.*

AUTHORITY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43215	December 28, 1994
2. The Treasurer of each County named below: Franklin	December 28, 1994
3. Ohio Bureau of Employment Service Status and Liability Section 145 South Front Street Columbus, Ohio 43215	December 28, 1994
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43266-0581	December 28, 1994

(Note: This affidavit must be signed by one or more persons
executing the certificate of dissolution or an officer of the
corporation.)

City Centre Investment Corp.


Peggy Ugland, Vice President

Sworn to before me and subscribed in my presence this 29th day of December, 1994

My commission expires _____


Notary Public

*Section 1701.95 states in part that directors who vote for or assent to a distribution of assets to shareholders during the winding up of the affairs of the corporation without the payment of all known obligations of the corporation or without making adequate provision therefor are jointly and severally liable to the corporation to the extent that the obligations (not otherwise barred by statute) are not paid or for the payment of which adequate provision has not been made; and that a shareholder who knowingly receives such a distribution may also be liable to the corporation.



JULIE A. BURGNER
NOTARY PUBLIC-STATE OF OHIO
MY COMMISSION EXPIRES NOV. 15, 1994
1999

05024-1027

Vorys, Sater, Seymour and Pease

52 East Gay Street • Post Office Box 1008 • Columbus, Ohio 43216-1008 • Telephone (614) 464-6400 • Facsimile (614) 464-6350 • Telex 241348 • Cable VORYSOR

Arthur J. Vorys
1854-1913
Lowry F. Sater
1967-1935
Augustus T. Seymour
1873-1926
Edward L. Pease
1873-1924

In Washington
Suite 101
1828 L Street, NW
Washington, DC 20036-5104
Telephone (202) 467-8800
Facsimile (202) 467-8000
Telex 440091

In Cleveland
2100 One Cleveland Center
1375 East Ninth Street
Cleveland, Ohio 44114-1724
Telephone (216) 479-6100
Facsimile (216) 479-6060

In Cincinnati
Suite 2100 • Atrium Two
221 East Fourth Street
Post Office Box 0236
Cincinnati, Ohio 45201-0236
Telephone (513) 723-4000
Facsimile (513) 723-4036

Writer's Direct Dial Number

(614) 464-6424

December 28, 1994

Secretary of State of Ohio
Corporate Section
14th Floor
30 East Broad Street
Columbus, Ohio 43215

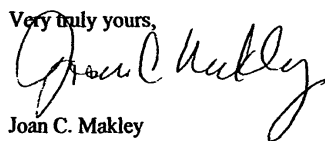
Re: City Centre Investment Corp.

Dear Gentlemen:

Pursuant to Section 1701.86 of the Ohio Revised Code, I am filing the enclosed documents with your office to dissolve City Centre Investment Corp. Enclosed also is \$35 to cover the required filing fee.

If additional information is needed on this matter, please contact the undersigned at the above number.

Very truly yours,



Joan C. Makley
Paralegal

JCM/jb
Enclosure

