

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
1/30/95

CORPORATION:

WEXNER INVESTMENT COMPANY

05028-0684

CHARTER NUMBER: 715158
ROLL AND FRAME: 5028-0684

DOCUMENT NUMBER

CODE

DIS

FEE

NO FEE

071036

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

TOTAL :

0050

05028-0685



The State of Ohio

Bob Taft

Secretary of State

715158

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:

WEXNER INVESTMENT COMPANY

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



Recorded on Roll 5028 at Frame 0686 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 29TH day of DEC ,

A.D. 19 94 .

Bob Taft
Bob Taft
Secretary of State

05028-0686

7/5/58
APPROVEDBy KB
Date 12/29/94
Amount 35.00
94122949801

CERTIFICATE OF DISSOLUTION

OF

WEXNER INVESTMENT COMPANY

Peggy Ugland and Jeffrey J. Smith, the Vice President and Secretary, respectively, of Wexner Investment Company, an Ohio corporation which filed its Articles of Incorporation in the office of the Secretary of State on the 31st day of December, 1987, do hereby certify that:

FIRST. The name of the corporation is WEXNER INVESTMENT COMPANY.

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:

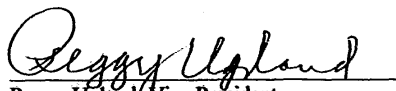
Leslie H. Wexner	Director	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215
Peggy Ugland	Vice President	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus, Ohio 43215
Jeffrey J. Smith	Secretary	c/o Wexner Investment Co. Suite 3710 41 South High Street Columbus,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

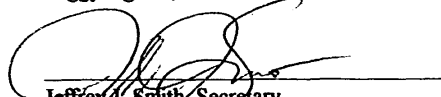
FOURTH. The name and address of the statutory agent is Robert S. Schwartz, 41 South High Street, Suite 2300, Columbus, Ohio 43215.

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.

05028-0687

IN WITNESS WHEREOF, said Peggy Ugland, Vice President, and Jeffrey J. Smith, Secretary, of Wexner Investment Company, 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 Wexner Investment Company.


Peggy Ugland, Vice President

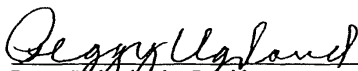

Jeffrey J. Smith, Secretary

05028-0688

AFFIDAVIT

STATE OF OHIO :
: SS:
COUNTY OF FRANKLIN :

Peggy Ugland, being first duly sworn, deposes and says that she is the Vice President of Wexner Investment Company; 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, 1996
1997

05028-0689

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities
(Section 1701.86(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

Wexner Investment Company
(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.)

Wexner Investment Company

Peggy Ugland
Peggy Ugland, Vice President

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

My commission expires _____.

Julie A. Burgner
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 made in violation of the statute is liable to the corporation.



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

05028-0690

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 VORYSATER

Arthur I. Vorys
1856-1933
Lowry F. Sater
1873-1926
Augustus T. Seymour
1873-1926
Edward L. Pease
1873-1924

In Washington
Suite 1111
1828 L Street, NW
Washington, DC 20036-5104
Telephone (202) 822-8200
Facsimile (202) 835-0699
Telex 440693

In Cleveland
2100 One Cleveland Center
1375 East Ninth Street
Cleveland, Ohio 44114-1724
Telephone (216) 621-7091
Facsimile (216) 621-8366

In Cincinnati
Suite 2000 • Atrium Two
221 East Fourth Street
Post Office Box 0236
Cincinnati, Ohio 45201-0236
Telephone (513) 723-4000
Facsimile (513) 723-4056

Writer's Direct Dial Number
(614) 464-6424

December 29, 1994

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

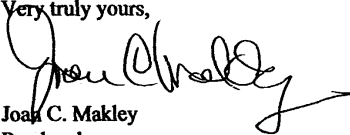
Re: Wexner Investment Company

Gentlemen:

Pursuant to Section 1701.86 of the Ohio Revised Code, I am filing the enclosed documents with your office to dissolve City Centre Management 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

