

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

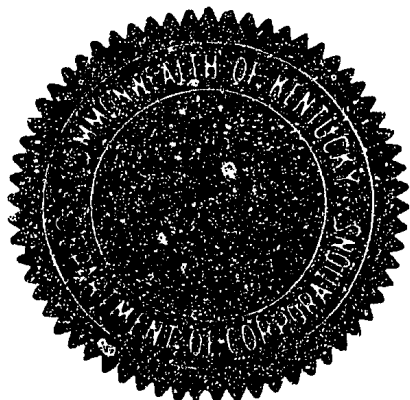
I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

F. S. D., INC.

whose initial agent for process is FRANK S. BRUFER
1713 QUARRY HILL ROAD

and whose address is LOUISVILLE, KENTUCKY 40213

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 20TH day of DECEMBER, 1982.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

DEC 20 1982

SECRETARY OF STATE
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DEC 20 1982

James J. Hill
SECRETARY OF STATE

ARTICLES OF INCORPORATION

Commonwealth of Kentucky

We, the undersigned, hereby form a corporation under Chapter 271A of the Revised Statutes of the Commonwealth of Kentucky, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

270502

The name of the corporation shall be F & D, INC.

ARTICLE II

The purpose of the corporation organized shall be to transact any and all lawful business for which a corporation may be incorporated under the Kentucky Business Corporation Act, including the owning, leasing, renting, or in any way exercise ownership over mechanical, electrical or video games and equipment, or anything pertaining thereto, including the repair and maintenance of such.

Also the further purpose of owning buildings or other structures to house or repair or in any way connected or associated with the above purposes.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The address of the registered office of the corporation in the Commonwealth of Kentucky is 1713 Quarry Hill Road, Louisville, Kentucky, 40213, and the name of the resident agent is Frank S. Gruber, of the same address.

ARTICLE V

The name and address of the incorporators are Doris J. Connell, 1713 Quarry Hill Road, Louisville, Kentucky, 40213, and Frank S. Gruber, 1713 Quarry Hill Road, Louisville, Kentucky, 40213.

ARTICLE VI

The total authorized capital of the corporation shall consist of 1000 shares of no par common stock. Said common stock shall have all the voting power of the corporation.

ARTICLE VII

The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as the initial directors are Doris J. Connell, 1713 Quarry Hill Road, Louisville, Kentucky, 40213, and Frank S. Gruber, 1713 Quarry Hill Road, Louisville, Kentucky, 40213.

ARTICLE VIII

The Board of Directors shall have the power to make By-Laws consistent with the laws of the Commonwealth of Kentucky and consistent with these Articles of Incorporation, subject, however, to the power of the shareholders to change or repeal such By-Laws.

IN TESTIMONY WHEREOF, witness the signatures of the incorporators hereto this 17th day of December, 1982.


Doris J. Connell

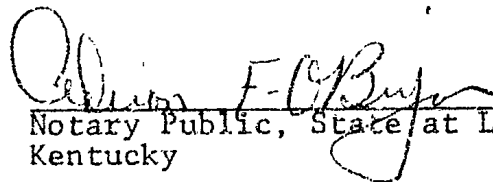

Frank S. Gruber

STATE OF KENTUCKY)
) ss
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of F & D, INC. were this day produced before me in said state and county, signed and acknowledged by Doris J. Connell and Frank S. Gruber as their free act and voluntary deed.

Witness my hand this 17th day of December, 1982.

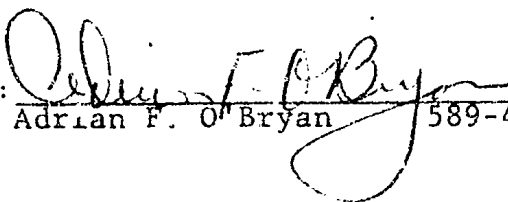
My Commission expires 2-9-84.



Notary Public, State at Large,
Kentucky

PREPARED BY:

CLEMENTS, O'BRYAN & McDANIEL
Attorneys at Law
301 Spencerian Office Plaza
914 East Broadway
Louisville, Kentucky 40204

By: 

Adrian F. O'Bryan 589-4770

SECRETARY OF STATE
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COMMONWEALTH OF KENTUCKY

CLEMENTS, O'BRYAN & MCDANIEL
ATTORNEYS AT LAW
SUITE 301, SPENCERIAN PLAZA
914 E. BROADWAY
LOUISVILLE, KENTUCKY 40204
502-589-4770

G. WILLIAM CLEMENTS
ADRIAN F. O'BRYAN
MAURICE H. MCDANIEL

December 16, 1982

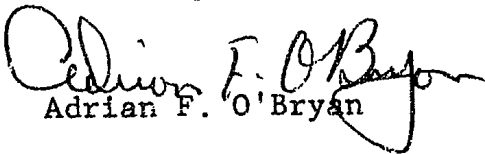
INDIANA COUNSEL:
MAURICE H. MCDANIEL
416 AMERICAN BANK BLDG.
NEW ALBANY, IND.
(812) 948-1191

Secretary of State
Frankfort, Kentucky 40601

Dear Secretary:

Please find enclosed \$25.00 recording and filing fee.
Please record and send the necessary form to me for recording
here in Jefferson County.

Sincerely,


Adrian F. O'Bryan

AFO'B/dk