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JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *[Signature]*

CERTIFICATE
OF
BRAMCO, INC.

To the Secretary of State of the Commonwealth of Kentucky:

Pursuant to the provisions of Section 271B.10-070 of the Kentucky Business Corporation Act, the undersigned corporation submits this Certificate as follows:

1. The name of the corporation is Bramco, Inc.
2. The text of the corporation's Amended and Restated Articles of Incorporation are attached hereto and incorporated herein by reference.
3. The Amended and Restated Articles of Incorporation do not provide for any exchange, reclassification or cancellation of issued shares.
4. The Amended and Restated Articles of Incorporation do contain amendments requiring shareholder approval.
5. The Amended and Restated Articles of Incorporation were adopted on June 15, 1998 by unanimous shareholder action as follows:
 - (a) There are 5878 outstanding shares of Class A Common Stock, all of which voted in favor of the amendments; and
 - (b) There are 260,307 outstanding shares of Class B Common Stock, all of which voted in favor of the amendments.

BRAMCO, INC.

By: *Charles H. Leis*
Charles H. Leis, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF
BRAMCO, INC.

(Amending all provisions of the Articles of Incorporation of Bramco, Inc.)

ARTICLE 1

The name of the Corporation is Bramco, Inc.

ARTICLE 2

The period of duration of the Corporation is perpetual.

ARTICLE 3

The purpose for which the Corporation is organized is to engage, directly or through ownership of other corporations, partnerships or joint ventures in the transaction of any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act.

ARTICLE 4

(1) The aggregate number of shares of stock which the Corporation shall have authority to issue is 1,035,000 shares, consisting of 200,000 shares of Preferred Stock (hereafter called "Preferred Stock"), 800,000 shares of Class B Common Stock, having a par value of \$10.00 per share (hereafter called "Class B Common"), and 35,000 shares of Class A Common Stock, having a par value of \$10.00 per share (hereafter called "Class A Common").

(2) The designation of each class and the statement of the preferences, limitations, and relative rights in respect of the shares of each class are:

A. PREFERRED STOCK

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in one or more series, and by filing articles of amendment pursuant to the applicable law of the Commonwealth of Kentucky, to establish from time to time the number of shares to be included in each such series, and to fix the designation, preferences, limitations and relative rights of the shares of each such series. No holder of Preferred Stock shall have the right to vote in the election of Directors or upon any other matter or question except as may be otherwise required by the provisions of the Kentucky Business Corporation Act.

B. COMMON STOCK

The holders of Class A Common shall have full and exclusive voting powers, except as may be otherwise required by the provisions of the Kentucky Business Corporation Act. No holder of Class B Common shall have the right to vote in the election of Directors or upon any other matter or question except as may be otherwise required by the provisions of the Kentucky Business Corporation Act. There shall not otherwise be any distinction in rights granted to and limitations or restrictions imposed upon the holders of shares of Class A Common and holders of shares of Class B Common. Upon the dissolution of the Corporation, subject to satisfaction of any preferential rights to which holders of

Preferred Stock may be entitled, holders of shares of Class A Common and holders of shares of Class B Common shall together be entitled to receive the net assets of the Corporation.

C. PREEMPTIVE RIGHTS

No shareholder shall have preemptive rights.

ARTICLE 5

The business of the Corporation shall be managed by a Board of Directors, the number or qualifications of the members of which shall be fixed by, or in the manner provided in the By-Laws.

ARTICLE 6

The street address of the registered office is Kentucky Home Life Building, Room 1102, Louisville, Kentucky 40202, and the name of the initial registered agent at such address is C. T. Corporation System.

ARTICLE 7

The mailing address of the principal office of the Corporation is P. O. Box 32230, Louisville, Kentucky 40232.

ARTICLE 8

Subject to the limitations and restrictions set forth in Kentucky Revised Statutes 271B.2-020(2)(d), no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a director.

ARTICLE 9

Pursuant to Section 271B.7-040 of the Kentucky Business Corporation Act, any action except the election of Directors required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice, if the action is taken by shareholders entitled to vote on the action representing not less than eighty percent (80%) of the votes entitled to be cast.

BRAMCO, INC.

By: Charles H. Leis
Charles H. Leis, President

Prepared by:

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ALSO ADMITTED:
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†VIRGINIA
††DISTRICT OF COLUMBIA
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June 30, 1998

VIA HAND DELIVERY

Kentucky Secretary of State
700 Capital Avenue, Suite 152
Frankfort, Kentucky 40601

RE: **Bramco, Inc.**
Our File No. 7/34

Dear Sir or Madam:

Enclosed for filing are three originals of the following documents:

1. Articles of Amendment to the Articles of Incorporation of Bramco, Inc.
2. Amended & Restated Articles of Incorporation for Bramco, Inc.

I have also enclosed a check, made payable to the Kentucky State Treasurer for \$460.00 to cover the cost of filing and the organization tax for the increased number of shares. Please return the file-stamped copies to me.

Thank you for your assistance. If you have any questions, please do not hesitate to give me a call.

Very truly yours,



DeNell Pinkston Hamm
Paralegal

/dph 128816.01
ENCLOSURES