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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

JUL 13 3 10 PM '98

OF

BRAMCO, INC.

JOHN Y. FROST III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
John Y. Frost III

To the Secretary of State of the Commonwealth of Kentucky:

The undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Bramco, Inc.
2. The amendment, which creates a series of Preferred Stock,

is as follows:

6% Cumulative Preferred Stock

RESOLVED, that pursuant to authority expressly granted to and vested in the Board of Directors of the Corporation by the provisions of the Articles of Incorporation of the Corporation, the Board of Directors hereby creates a series of the Preferred Stock of the Corporation to consist of 34,600 shares of the par value of \$100 each, and hereby fixes the preferences, limitations and relative rights of such series (in addition to the preferences, limitations and relative rights set forth in the Articles of Incorporation which are applicable to the Preferred Stock of all series) as follows:

- (a) Designation. The designation of the series of Preferred Stock created by this resolution shall be "6% Cumulative Preferred Stock" (hereinafter in this resolution referred to as "This Series").
- (b) Dividend Rate. Out of the assets of the Corporation which are by law available for the payment of dividends, the holders of shares of This Series shall be entitled to receive, as and when declared by the Board of Directors, cumulative cash dividends at, but not exceeding, the rate of \$6.00 per share per annum, payable quarterly, on the first days of January, April, July, and October of each year. The holders of This Series shall be entitled to no other dividends.
- (c) Dividend Preference. So long as any shares of This Series are outstanding, unless full cash dividends on the shares of This Series for all past quarterly periods shall have been paid and a full cash dividend for the

quarterly period in which such declaration, distribution, purchase, redemption, or acquisition occurs shall have been paid or shall have been declared and a sum sufficient for the payment thereof set aside, no dividends shall be declared and no distribution made on any shares of Class A Common or Class B Common, other than in shares of common stock, nor shall any shares of Class A Common or Class B Common be purchased, redeemed or otherwise acquired for value by the Corporation; provided, however, that the foregoing restrictions shall not apply to the acquisition of any common stock solely in exchange for or solely out of the proceeds of common stock.

- (d) Liquidation Preference. In the event of any liquidation, dissolution or the winding up of the affairs of the Corporation, the holders of This Series shall be entitled to be paid in full out of the assets of the Corporation the sum of One Hundred Dollars (\$100) per share, together with all unpaid dividends accrued or accumulated thereon, before any amount shall be paid out of such assets to the holders of either the Class B Common stock or the Class A Common stock. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations nor any sale, lease or conveyance of all or any part of the property or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (d).

3. The foregoing amendment was adopted June 30, 1998.

4. The foregoing amendment was duly adopted by the Board of Directors, without shareholder action, pursuant to the authority of KRS 271B.6-020(4) and Article 4 of the Corporation's Articles of Incorporation.

BRAMCO, INC.

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

This instrument prepared by:

Ernest W. Williams

Ernest W. Williams
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July 9, 1998

John Y. Brown, III
Secretary of State
P.O. Box 718
Frankfort, Kentucky 40602-0718

RE: BRAMCO, INC.

Dear Sir:

Enclosed for filing is an original and two conformed copies of the Articles of Amendment to the Articles of Incorporation for the above referenced corporation, along with a check, payable to the Kentucky State Treasurer, for \$40.00 to cover the cost of filing. Please return two file-stamped copies to me in the enclosed envelope.

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
ENCLOSURES 7/34