

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

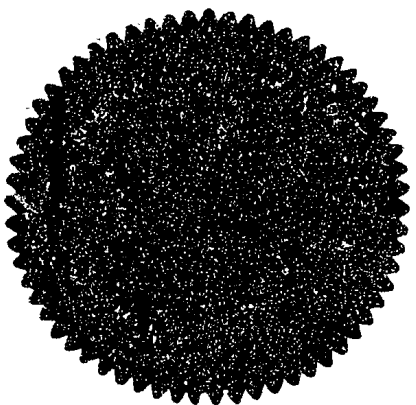
_____ SKI ENTERPRISES, INC. _____

whose initial agent for process is _____ JEROME ALAN KASPERSKI _____

_____ 2501 LEGENE COURT _____

and whose address is _____ LOUISVILLE, KENTUCKY _____

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 _____ 27TH _____ day of _____ DECEMBER _____, 19 77 _____.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

DEC 27 1977

Dwight P. Davis
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
of
SKI ENTERPRISES, INC.

SECRETARY OF STATE
RECEIVED
DEC 27 1977

Commonwealth of Kentucky

FIRST. The name of this corporation is SKI Enterprises, Inc.

81568

SECOND. Its registered office in the Commonwealth of Kentucky is to be located at 2501 Logene Court, Louisville, Kentucky 40216, County of Jefferson. The registered agent in charge thereof is Jerome Alan Kasperski, address the same as above.

THIRD. The nature of the business as stated in the attached appendage titled "Articles of Incorporation and By-Laws of SKI Enterprises, Inc.," and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under Kentucky Corporation Laws.

FOURTH. The number of of stock authorized shall be sixty (60) shares, and they shall be without par value.

FIFTH. The name and mailing addresses of the incorporators/stockholders qualified during organizational meeting held at the registered office on December 21, 1977, are as follows:

1. Jerome Alan Kasperski
2501 Legene Court
Louisville, Ky. 40216
2. Harry W. Kasperski
P.O. Box 13131, 1713 Belmar Drive
Louisville, Ky. 40213

SIXTH. All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than four (4) persons, at most.

SEVENTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 271A270 of Kentucky Corporation Laws.

Each stockholder shall offer to the corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

EIGHTH. The corporation shall make no offering of any of its stock of any class which would constitute a "Public Offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

NINTH. The number of Directors constituting the initial Board of Directors shall be two (2), namely, Jerome Alan Kasperski and Harry W. Kasperski.

The corporation shall have as its governing body at least one (1) but not more than four (4) directors, said directors having been elected by the shareholders.

TENTH. The duly elected officers and directors of the corporation are as follows:

Jerome Alan Kasperski - President & Treasurer
Harry W. Kasperski - Vice President & Secretary

Each officer and director has voting rights.

ELEVENTH. The private property of the shareholders of this corporation shall not be subject to the payment of any debt of this corporation.

TWELFTH. The duration of this corporation shall be perpetual, unless it is dissolved according to the laws of the Commonwealth of Kentucky.

THIRTEENTH. The corporation shall commence business after issuance of Certificate of Incorporation and the Articles of Incorporation have been duly filed and lodged for record in the office of the Secretary of State at Frankfort, Ky., and in the office of the Jefferson County Clerk, Louisville, Ky.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky, do make, file and record this certificate and do certify that the facts herein stated are true; and we have accordingly set our hand.

Dec. 27, 1977
(Date)

Jerome A. Kasperski
Jerome Alan Kasperski

Dec. 27, 1977
(Date)

Harry W. Kasperski
Harry W. Kasperski

STATE OF KENTUCKY)
COUNTY OF JEFFERSON) SS

I, the undersigned, a Notary, in and for the above County and State, hereby certify that the foregoing instrument of writing was on this date produced before me in my said County and State by Jerome Alan Kasperski, party thereto, and was acknowledged and delivered by him to be his act and deed.

Witnesseth this 27 day of DECEMBER, 1977.

W. C. Davis
Notary Public
State at Large

My commission expires FEBRUARY 29, 1980

STATE OF KENTUCKY)
COUNTY OF JEFFERSON) SS

I, the undersigned, a Notary, in and for the above County and State, hereby certify that the foregoing instrument of writing was on this date produced before me in my said County and State by Harry W. Kasperski, party thereto, and was acknowledged and delivered by him to be his act and deed.

Witnesseth this 27 day of DECEMBER, 1977.

W. C. Davis
Notary Public
State at Large

My commission expires FEBRUARY 29, 1980