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Trey Grayson
Secretary of State
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF APB HOLDINGS, INC.**

Pursuant to the provisions of the Kentucky Business Corporations Act, the following Articles of Amendment to the Articles of Incorporation are hereby adopted:

- FIRST:** The name of the corporation is APB Holdings, Inc.
- SECOND:** Article III of the company's Articles of Incorporation is amended to read as follows:

"ARTICLE III

Authorized Shares

The total number of shares that the Corporation shall have the authority to issue is 900,000 shares, which shares shall be designated Common Shares, have one vote per share and be without distinction as to powers, preferences and rights."

- THIRD:** The above-described amendment was adopted effective as of October 4, 2005.
- FOURTH:** Out of 589,166.1 shares of common stock issued and outstanding, which is the company's sole class of stock, all of which shares are entitled to vote on the amendment, 480,124.6 shares were indisputably represented at the meeting and all 480,124.6 shares voted in favor of approval of the amendment. The number of shares cast in favor of the amendment was sufficient for approval of the amendment.

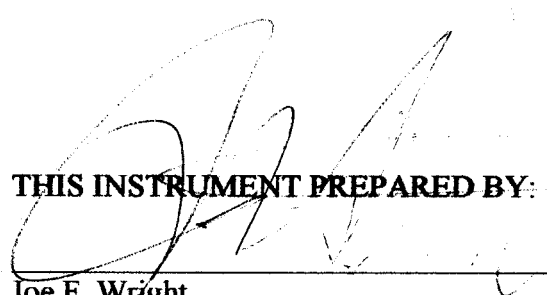
Dated: October 4, 2005

APB HOLDINGS, INC.

By: 

Joe F. Wright, General Counsel

THIS INSTRUMENT PREPARED BY:


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