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ARTICLES OF MERGER

OF

† [REDACTED]

KENTUCKY FINANCE EQUITY SERVICES, INC.
(a Kentucky corporation)

AND

KENTUCKY FINANCE CO., INC.
(a Kentucky corporation)

John Y. Brown III
Secretary of State
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To the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Kentucky is Kentucky Finance Equity Services, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the Commonwealth of Kentucky, is Kentucky Finance Co., Inc.
3. The number of outstanding shares of Kentucky Finance Equity Services, Inc. is two hundred (200), all of which are of one class, and all of which are owned by Kentucky Finance Co., Inc.
4. The following is the Plan of Merger for merging Kentucky Finance Equity Services, Inc. into Kentucky Finance Co., Inc. as approved by resolution of the Board of Directors of Kentucky Finance Co., Inc.:

"1. Kentucky Finance Co., Inc., which is a business corporation of the Commonwealth of Kentucky and is the parent corporation and the owner of all of the outstanding shares of Kentucky Finance Equity Services, Inc., which is a business corporation of the Commonwealth of Kentucky and the subsidiary corporation, hereby merges Kentucky Finance Equity Services, Inc. into Kentucky Finance Co., Inc. pursuant to the provisions of the Kentucky Business Corporation Act.

"2. The separate existence of Kentucky Finance Equity Services, Inc. shall cease at the effective time and date of the merger and Kentucky Finance Co., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Kentucky Business Corporation Act.

"3. The issued shares of Kentucky Finance Equity Services, Inc. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Kentucky Finance Co., Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Kentucky Finance Co., Inc. is the owner of all of the issued shares of Kentucky Finance Equity Services, Inc. and Kentucky Finance Co., Inc. waived the mailing of a copy of the Plan of Merger in writing.

6. Shareholder approval was not required.

7. The effective time and date of the merger herein provided for shall be 12:01 a.m. on November 1, 2000.

Executed on October 19, 2000

KENTUCKY FINANCE EQUITY
SERVICES, INC.



Karen L. Robb, Assistant Secretary

KENTUCKY FINANCE CO., INC.



Karen L. Robb, Assistant Secretary