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Commonwealth of Kentucky

Department of State



Office of Secretary of State

HENRY H. CARTER, SECRETARY

ARTICLES OF AMENDMENT

I, HENRY H. CARTER, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ROYAL BANK AND TRUST COMPANY

Louisville, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 15th day

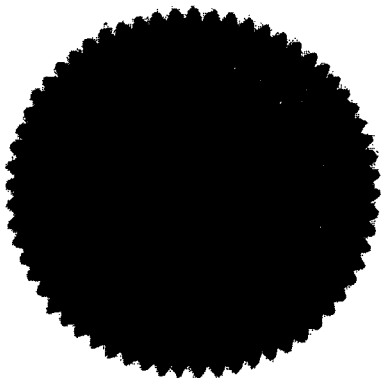
of December, 19 61.

Henry H. Carter

Secretary of State

A. J. Lyon

Assistant Secretary of State



SECRETARY OF STATE

AMENDED ARTICLES OF INCORPORATION OF
ROYAL BANK AND TRUST COMPANY



KNOW ALL MEN BY THESE PRESENTS:

THAT WHEREAS a special meeting of the stockholders of
ROYAL BANK AND TRUST COMPANY, of Louisville, Kentucky, was held,
pursuant to notice, at the office of the Bank on December 12, 1961, said
meeting having been called to consider amendment to Article IV of its
Articles of Incorporation, as hereinafter set forth, and

WHEREAS, at said meeting, by vote and written consent of
more than two-thirds of all stockholders entitled to vote and of the stock
outstanding, the following resolution was adopted:

WHEREAS, it is desired to increase the capital stock of
the Royal Bank and Trust Company from \$751,500.00
divided into 75,150 shares to \$789,280.00 divided into
78,928 shares of the par value of Ten (\$10.00) Dollars each,

NOW, THEREFORE, BE IT HEREBY RESOLVED that the
Articles of Incorporation, as amended, of the Royal Bank and
Trust Company be and the same are hereby amended so that
Article IV, as amended, will read, when amended, in words
and figures as follows, to-wit:

ARTICLE IV.

"The amount of the capital stock of the company is
and shall be Seven Hundred and Eighty-nine Thousand,
Two Hundred and Eighty (\$789,280.00) Dollars,
divided into seventy-eight thousand, nine hundred and
twenty-eight (78,928) shares of the par value of Ten
(\$10.00) Dollars each."

BE IT FURTHER RESOLVED that the officers and directors of
the ROYAL BANK AND TRUST COMPANY be and they are hereby
authorized and directed to take the necessary steps to carry out
and put into effect the aforesaid amendment.

And WHEREAS, at a meeting of the Board of Directors of the
Royal Bank and Trust Company, held at its office on December 12, 1961, and
pursuant to the direction of the stockholders of the Bank, by vote of the directors
there was passed and adopted identical resolution as above set forth.

NOW, THEREFORE, pursuant to the direction and authority vested in us, we, the undersigned, being the president and secretary of the Royal Bank and Trust Company, of Louisville, Kentucky, and pursuant to the written consent, vote and direction of more than two-thirds of all stockholders entitled to vote and of the stock outstanding of the Company, do hereby amend Article IV, as amended, so that said Article IV when amended shall read as follows:-

ARTICLE IV.

The amount of the capital stock of the company is and shall be Seven Hundred and Eighty-nine Thousand, Two Hundred and Eighty (\$789,280.00) Dollars, divided into seventy-eight thousand, nine hundred and twenty-eight (78,928) shares of the par value of Ten (\$10.00) Dollars each.

IN TESTIMONY WHEREOF, witness the signatures of SAMUEL H. KLEIN and BERTRAM W. KLEIN, president and secretary, respectively, of the ROYAL BANK AND TRUST COMPANY, of Louisville, Kentucky, duly authorized officers of said bank, this 13th day of December, 1961.

Samuel H. Klein
President

Bertram W. Klein
Secretary

STATE OF KENTUCKY)
COUNTY OF JEFFERSON)

H. J. Kaplan 12/14/1961
Notary Public, Kentucky

I, JOS. J. KAPLAN, a Notary Public, in and for the State and County aforesaid do hereby certify that the foregoing Amendment to the Articles of Incorporation of the Royal Bank and Trust Company, of Louisville, Kentucky, was this day produced to me in my office in said County by SAMUEL H. KLEIN and BERTRAM W. KLEIN, president and secretary, respectively, of the said Bank, both to me personally known, and by them and each of them acknowledged and delivered to be their act and deed and the act and deed of each of them as such officers duly authorized in the premises.

WITNESS my hand this 13th day of December, 1961.

My Commission expires January 10, 1964.

Jos. J. Kaplan
Notary Public, Jefferson County, Kentucky