

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

WHITESBORO SEAFOOD, INC.

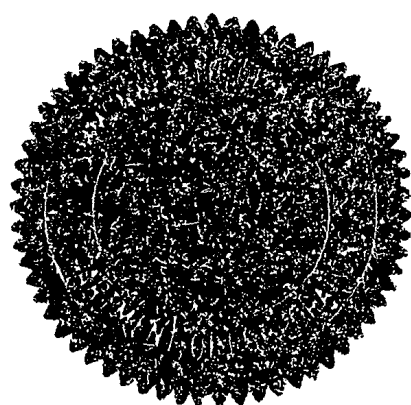
HAZARD, KENTUCKY

whose initial agent for process is ASTER SIZEMORE

JERRY'S RESTAURANT, 101 E. MAIN

and whose address is HAZARD, KENTUCKY 41701

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 12TH day of SEPTEMBER, 1977.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

PAID 1.00

SEP 12 1977

ORIGINAL COPY
FILED

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

ARTICLES OF INCORPORATION

OF

COMMONWEALTH OF

WHITESBURG SEAFOOD, INC.

SECRETARY OF STATE

RECEIVED

71106 B 25.00
Commonwealth of Kentucky

SEP 12 1977

Jerry Sizemore

SECRETARY OF STATE

The undersigned, acting as the sole incorporator of a corporation for profit under the Kentucky Business Corporation Act, does hereby adopt the following Articles of Incorporation for WHITESBURG SEAFOOD, INC.

FIRST: The name of the corporation shall be WHITESBURG SEAFOOD, INC.

SECOND: The period of duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized shall be the transaction of any or all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000) shares all of which shall be designated Common Shares and shall be without par value.

No shareholder shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any share of the Common Stock without par value of this corporation without first offering said shares for sale or other disposition to the other shareholders of this corporation or to the corporation, under such terms and conditions as may be set forth in the By-Laws of this corporation.

FIFTH: The address of the corporation's initial registered office is -

Jerry's Restaurant
101 E. Main
Hazard, Kentucky 41701

and the name of its initial registered agent at such address is Aeter Sizemore.

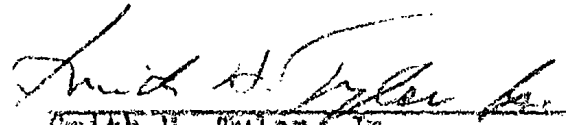
SIXTH: The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as Directors until

the first annual meeting of shareholders or until their successors
be elected and qualify are:

Druce P. Henn	11458 Enyart Road Loveland, Ohio 45140
Donald L. Miller	1529 Madison Road Cincinnati, Ohio 45206
Peter H. McNay	4850 Cooper Road Cincinnati, Ohio 45242
J. Norton Dunn	31 Hotel Drive White Plains, New York 10601
Aster Sizemore	c/o Jerry's Restaurant 101 E. Main Hazard, Kentucky 41701

SEVENTH: The name and address of the incorporator is:

Smith H. Tyler, Jr.
2100 Fountain Square Plaza
Cincinnati, Ohio 45202


Smith H. Tyler, Jr.
Incorporator

DINSMORE, SHOHL, COATES & DEUPREE

8110 FOUNTAIN SQUARE PLAZA

511 WALNUT STREET

CINCINNATI, OHIO 45202

AREA 513 621-8747

CABLE DINSHOL

EDWARD W. MERCEL, JR.
DAVID B. MANN
JOHN D. BLAUBORN
THOMAS J. SHERRMAN
VINCENT B. STAMP
FRANK C. WOODSIDE, III
G. FRANKLIN MILLER
CARL A. WEYERS
GARY D. BULLOCK
MARK L. SILBERSACK
GERALD W. WOOD, JR.
MICHAEL W. HAWKINS
MARK A. VANDER LAAN
STEPHEN S. EBERLY
WILLIAM M. FREEDMAN
PAUL R. MATTINGLY
J. MICHAEL GONNEY
D. GARY REED
MICHAEL S. GLASSMAN
JANE M. GROTE
JOHN E. SCHLOSSER
GARY L. FARMER

JAMES O. COATES
RICHARD R. DEUPREE, JR.
H. TRUSTON EMERSON, JR.
WILLIAM L. BLUM
HARRIS F. WESTON
NOLAN W. CARSON
JOHN C. WOODWELL
JAMES W. FARRELL, JR.
ROBERT T. MCCOY/AGUIR
THOMAS S. LAIDER
HAROLD S. FREEMAN
SMITH K. TILLEN, JR.
LAWRENCE A. KANE, JR.
JOHN W. BEATTY
JEROME K. KEARNS
CLIFFORD A. ROE, JR.
BARBARA W. SCHWARTZ
FREDERICK L. HELLRUNG
DAVID W. JONES
LAWRENCE R. ELLEMAN
JOHN M. HUBERT, JR.

September 2, 1977

Office of the Secretary of State
Corporation Section
Frankfort, Kentucky

Re: Whitesburg Seafood, Inc.

Gentlemen:

I am returning herewith the necessary papers for the incorporation of Whitesburg Seafood, Inc. The correct filing fee in the amount of \$25.00 is enclosed. Thank you for your assistance.

Very truly yours,

Paul R. Mattingly
Paul R. Mattingly

PRM/tlc
Enclosures

Commonwealth of Kentucky

DINSMORE, SHOHL, COATES & DEUPREE

2100 FOUNTAIN SQUARE PLAZA

511 WALNUT STREET

CINCINNATI, OHIO 45202

AREA SIX ONE SEVEN

CABLE DINSHOL

August 24, 1977

JAMES C. COATES
RICHARD B. DEUPREE, JR.
W. FRANKLIN EMERSON, JR.
WILLIAM A. BLUM
MARRIS W. WEBSTER
WILLIAM W. LAWSON
JOHN E. H. HOWELL
JAMES O. FARNELL, JR.
ROBERT F. MCCONAUGHY
THOMAS A. CALDWELL
HAROLD B. FRIEDMAN
SMITH R. TYLER, JR.
LAWRENCE A. KANE, JR.
JOHN W. BEATTY
JEROME H. KEARNS
CLYFORD A. ROE, JR.
BARBARA S. SCHWARTZ
REGINALD L. HELLERUNG
DAVID W. JONES
LAWRENCE R. ELLEMAN
JOHN K. KIRSTEN

EDWARD W. HERKEN, JR.
DAVID B. HANN
JOHN B. BLAUGEN
THOMAS J. BIERMAN
VINCENT B. STANT
FRANK C. WOODSIDE III
G. FRANKLIN MILLER
CARL A. MEYERS
DARYL D. BULLOCK
HARRIET S. BISHOP
GERALD V. WIGGLES, JR.
MICHAEL W. HARRIS
MARK A. VANDER LAAN
STEPHEN B. EBERLY
WILLIAM M. FRIEDMAN
PAUL R. MATTINGLY
J. MICHAEL GODNEY
O. GARY REED
MICHAEL S. GLASSMAN
JANE H. GROTE
JOHN C. SCHLOSSER
GRAY L. FARMER

Office of the Secretary of State
Corporation Section
Frankfort, Kentucky

Re: Articles of Incorporation
Whitesburg Seafood, Inc.

Gentlemen:

Enclosed herewith for filing with your office are triplicate originals of Articles of Incorporation for Whitesburg Seafood, Inc. You have advised me by telephone on August 19 that the name is available. Also enclosed is our firm check for the \$15.00 filing fee.

If you have any questions, please contact the undersigned.

Very truly yours,

Paul R. Mattingly

Paul R. Mattingly

PRM/tlc

SECRETARY OF STATE
RECEIVED
AUG 29 1977
Commonwealth of Kentucky