

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

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Secretary of State
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Articles of Incorporation

PAI

For the purposes of forming a business corporation in Kentucky pursuant to KRS Chapter 271B, the undersigned incorporator hereby submits the following Articles of Incorporation to the office of the Secretary of State for filing:

Article I: The name of the company is

Wholesale Outlet, Inc.

Article II: The street address of the company's initial registered office in Kentucky is

3305 New Irvine Rd, Richmond, KY 40475

and the name of the initial registered agent at that address is **Joseph Sydow**

Article III: The mailing address of the company's initial principal office is

3305 New Irvine Rd, Richmond, KY 40475

Article IV: The name and mailing address of each incorporator is

Joseph Sydow 3305 New Irvine Rd, Richmond, Kentucky 40475

Article V: The number of shares the corporation is authorized to issue is **1**

Executed by the Incorporator on Wednesday, May 20, 2009

Signature of Incorporator: **Joseph Sydow**

I, **Joseph Sydow**, consent to serve as the registered agent on behalf of the corporation.

Signature of registered agent or individual signing on behalf of the company serving as registered agent:

Joseph Sydow