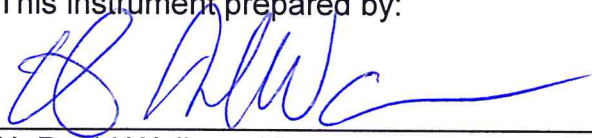


- FIRST: The name of this limited liability company shall be C.M. Shearer Investments, LLC.
- SECOND: The name of the initial registered agent and the street address of the initial registered office of this limited liability company is:
- H. David Wallace  
300 Buttermilk Pike, Suite 100  
Ft. Mitchell, Kentucky 41017
- THIRD: The mailing address of the initial principal office of this limited liability company is:
- 13750 Carr Road  
Verona, Kentucky 41092
- FOURTH: This limited liability company shall be managed by its manager, as provided by law or as otherwise provided in the operating agreement of the members.
- FIFTH: This limited liability company is formed for the purpose of carrying on or undertaking any business, activities, or transactions in the State of Kentucky, in any State of the United States, or in any foreign country, which a limited liability company may lawfully carry on or undertake under the laws of Kentucky and under the laws of such other state or foreign country.
- SIXTH: The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.
- SEVENTH: Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any member, manager, agent or employee of the limited liability company.

This instrument prepared by:

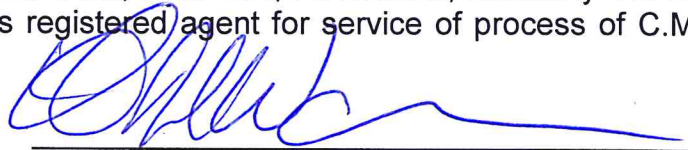


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H. David Wallace, Esq.  
Wallace Boggs, PLLC  
300 Buttermilk Pike, Suite 100  
Ft. Mitchell, Kentucky 41017

### CONSENT OF INITIAL REGISTERED OFFICE AND AGENT

I, H. David Wallace, 300 Buttermilk Pike, Suite 100, Ft. Mitchell, Kentucky 41017, hereby agree and consent to serve as registered agent for service of process of C.M. Shearer Investments, LLC.



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H. David Wallace, Agent

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