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JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY
BY

ARTICLES OF INCORPORATION

OF

P & J MARKETING INC.

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The undersigned, acting as incorporators of a corporation under the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is:

P & J Marketing Inc.

ARTICLE II

The purposes for which the corporation is organized are:

1. To engage in any lawful act or activity, for which corporations may be formed, and to exercise any and all powers that corporations have and may now or hereafter exercise under the Kentucky Business Corporation Act, whether or not specifically enumerated herein.

2. To acquire by purchase or by any lawful means to own, hold, buy, sell, convey, lease, rent, mortgage, encumber, build, remodel or construct real estate and other property; to survey, subdivide, plat, improve, and develop lands and other property for a purpose of sale or any lawful use, and to do and perform all things necessary and lawful for the development of real estate and other property of residence, trade, and business purposes; and in general to do all things necessary or incidental to the conducting of said business; and to act as agent, principal, or otherwise with respect to the above described activities.

3. To carry on a sales, marketing and leasing business; to purchase, lease, or otherwise acquire any and all equipment and other things necessary or incidental thereto; and generally to enjoy all the rights, privileges and powers necessary or incidental to the conduct of said business

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The total number of shares which the corporation is authorized to issue is one thousand (1000) shares of common capital stock, having no par value per share. Said common shares shall have one vote per share and shall have all voting power of the corporation and shall be without distinction as to powers, preferences and rights.

ARTICLE V

The affairs of the corporation shall be managed and conducted by a Board of Directors. The number shall be fixed by Resolutions of the stockholders at its annual meeting or by the By-Laws, but shall never be less than one (1).

Any contract, transaction or act of the corporation or of the Directors which shall be ratified by a majority or a quorum of the stockholders then entitled to vote at any annual meeting or any special meeting called for such purpose, insofar as permitted by law and by these Articles of Incorporation, be as valid and binding as those ratified by every stockholder of the corporation.

ARTICLE VI

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal,

administrative or investigative by reason of the fact that he is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believe to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that with respect to an action by or in the right of the corporation, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances, of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such Court shall deem proper. Such indemnification shall be made to the full extent permitted by Kentucky law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors in one (1) and the name and address of the person who is to serve as Director until the first annual meeting of the stockholders or until his successor is elected and shall qualify is:

Patricia E. Watkins

9804 Vieux Carre Drive, #5

Louisville, Kentucky 40223

ARTICLE VIII

The address of the initial registered office of such corporation is:

2516B Plantside Drive
Louisville, KY 40299

and the name of the initial registered agent at such address is:

Floyd E. Bottorff

ARTICLE IX

The name and address of the incorporator is:

Patricia E. Watkins
9804 Vieux Carre Drive, #5
Louisville, KY 40223

ARTICLE X

The principal office address is:

2516B Plantside Drive
Louisville, KY 40299

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 1st day of December, 1996.

Patricia E. Watkins

STATE OF KENTUCKY

COUNTY OF JEFFERSON

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of P&J Marketing were this day produced before me in the State and County aforesaid, and were signed and acknowledged by Patricia E. Watkins as the incorporator thereof, to be her free act and voluntary deed.

WITNESS my hand this 1st day of December, 1996.

My commission expires: 2-26-99

NOTARY PUBLIC
KENTUCKY STATE AT LARGE