

ARTICLES OF INCORPORATION
OF
V.I.P. INVESTMENTS, INC.

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Nov 25 9 56 AM '92

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BOB HARRAGE
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *[Signature]*

The undersigned, acting as the sole Incorporator under the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is V.I.P. Investments, Inc..

ARTICLE II

The aggregate number of shares which the Corporation will have authority to issue is 1,000 common shares, without par value.

ARTICLE III

694581

The address of the initial registered office of the Corporation in the Commonwealth of Kentucky and the registered agent at that address is:

Sheldon G. Gilman
500 Meidinger Tower
Louisville, Kentucky 40202

ARTICLE IV

The name and address of the Incorporator is:

Hazel P. Eubanks
Suite 1002
210 East Gray Street
Louisville, Kentucky 40202

ARTICLE V

The mailing address of the Corporation's principal office is:

V.I.P. Investments, Inc.
Suite 1002
210 East Gray Street
Louisville, Kentucky 40202

ARTICLE VI

Any stockholder of the Corporation will be entitled, as a matter of right, pre-emptive or otherwise, to subscribe for or purchase any part of any stock now or hereafter authorized to be issued, or shares thereof held in the treasury of the Corporation or securities convertible into stock whether issued for cash or other consideration or by way of dividend or otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand on this 24th day of November, 1992.

Hazel P. Eubanks
Hazel P. Eubanks, Incorporator

STATE OF KENTUCKY)
) SS.
COUNTY OF JEFFERSON)

I, a Notary Public, within and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation were this day produced before me in said State and County by Hazel P. Eubanks, the Incorporator, who signed, acknowledged and delivered the same in my presence to be her free act and deed.

WITNESS my signature this 24th day of November, 1992.
Notary Public, State at Large, KY.
My commission expires Sept. 20, 1994.

Deane Pinkston Haman
Notary Public, State-at-Large, KY.

This Instrument Prepared By:

Melissa E. Dickinson
Melissa E. Dickinson
LYNCH, COX, GILMAN & MAHAN, P.S.C.
500 Meidinger Tower
Louisville, Kentucky 40202
(502) 589-4215

LYNCH, COX, GILMAN & MAHAN P.S.C.

**500 MEIDINGER TOWER
LOUISVILLE, KENTUCKY 40202
(502) 589-4215
Fax (502) 589-4994**

ONE FINANCIAL SQUARE
LOUISVILLE, KENTUCKY 40270
TELEPHONE
(502) 581-5440
FAX
(502) 581-5408

November 24, 1992

INDIANA OFFICE:
521 E. 7TH STREET
JEFFERSONVILLE, INDIANA 47130
TELEPHONE
(812) 283-7838

OF COUNSEL
ARMER H. MAHAN
HERBERT P. PRICE
BARBARA H. YOUNG

S. ARNOLD LYNCH
DONALD L. COX*
SHELDON G. GILMAN**
ARMER H. MAHAN, JR.
SCOTT D. SPIEGEL
SCOTT R. COX*
M. JANICE LINTNER
DAVID B. BUECHLER
ERIC R. COLLIS
JAMES M. SHANK
SUSAN J. HAUCK***
ILAM E. SMITH
GENE F. ZIPPERLE, JR.****
MELISSA E. DICKINSON
DEBRA K. GORT-STAMPER*****

COUNSEL
FREDERIC J. CONRAN

*ALSO ADMITTED U.S. PATENT OFFICE
**ALSO ADMITTED FLORIDA AND INDIANA
***ALSO ADMITTED OHIO
****ALSO ADMITTED INDIANA
*****ALSO ADMITTED WEST VIRGINIA

Kentucky Secretary of State
Post Office Box 718
Frankfort, Kentucky 40602-0718

Re: V.I.P. Investments, Inc.
Articles of Incorporation

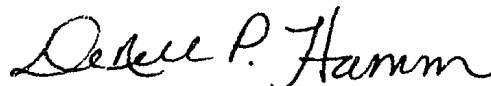
Dear Sir:

Enclosed are three originals and one copy of the Articles of Incorporation for V.I.P. Investments, Inc., and a check for \$50.00 for the filing fee. Please file accordingly and return one copy to me at the above address.

Thank you for your assistance.

Very truly yours,

LYNCH, COX, GILMAN & MAHAN P.S.C.



DeNell P. Hamm
Legal Assistant

Enclosures

cc: Hazel P. Eubanks (w/o encl.)

SGG:MED:DH/bl c:corp\dh\cor1a\vip02.112

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