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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-09/09/95--01021--001
*****70.00 *****70.00

SUBJECT: Robert Mattingly & Sons, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert L. Ackerson
(Name of Person)

Ackerson, Yann & Miller, P.S.C.
(Firm/Company)

1800 One Riverfront Plaza
(Address)

Louisville, Kentucky 40202
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Robert L. Ackerson at (502) 589 - 4130
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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9/8

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Robert Mattingly & Sons, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Kentucky
(State or country under the law of which it is incorporated)
3. 610459121
(FEI number, if applicable)
4. March 6, 1951
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 31, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4743 Poplar Level Road
Louisville, Kentucky 40213
(Current mailing address)

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8. To engage in all legal activities in the state.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System
c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C. T. CORPORATION SYSTEM

G. L. Hatfield
(Registered agent's signature)
G. L. Hatfield, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles Mattingly

Address: 4743 Poplar Level Road

Louisville, Kentucky 40213

Vice President: S. Lee Mattingly

Address: 4743 Poplar Level Road

Louisville, Kentucky 40213

Secretary: Patricia Mattingly

Address: 4743 Poplar Level Road

Louisville, Kentucky 40213

Treasurer: Sheridan Mattingly

Address: 4743 Poplar Level Road

Louisville, Kentucky 40213

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

S. Lee Mattingly, Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

S. Lee Mattingly, Vice President

(Typed or printed name and capacity of person signing application)

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OFFICE OF THE SECRETARY OF STATE
**CERTIFICATE OF EXISTENCE
DOMESTIC CORPORATION**


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I, BOB BABBAGE, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that according to the records in the office of the Secretary of State of the Commonwealth of Kentucky, ROBERT MATTINGLY & SONS, INC.

_____ is a corporation organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is MARCH 6, 1951 ; and whose period of duration is PERPETUAL .

I further certify, that said corporation has paid all fees due and owing to the office of the Secretary of State of the Commonwealth of Kentucky to date; has delivered to the Secretary of State its most recent annual report, as required by KRS 271B.16-220 or 273.3671; and has not filed articles of dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 29TH day of AUGUST , 19 95 .



BOB BABBAGE
Secretary of State
Commonwealth of Kentucky
.JSG