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WYATT, TARRANT & COMBS

CITIZENS PLAZA

LOUISVILLE, KENTUCKY 40202-2898

502 589-5235

FAX: 502 589-0309

FILED
00 MAY 18 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL 32399

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
812 945-3561

1500 NASHVILLE CITY CENTER
NASHVILLE, TN 37219-1750
615 244-0020

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

WRITER'S DIRECT DIAL NUMBER

502 562-7580

May 17, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

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-05/18/00--01093--004
*****70.00 *****70.00

RE: Chris Redman, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation on the above to be filed in your office, together with a check in the amount of \$70.00 for the filing fee.

Please return a file-stamped copy of the filing in the enclosed self-addressed stamped envelope to evidence your receipt of same. Thank you for your assistance.

Sincerely,

WYATT, TARRANT & COMBS

Rebecca L. Wilder

Rebecca L. Wilder
Paralegal

cc: David W. Seewer

10091968.1
05/17/00 8:26 AM

5-23
WTC

ARTICLES OF INCORPORATION
OF
CHRIS REDMAN, INC.

(a Florida corporation)

FILED
00 MAY 18 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLA

ARTICLE I - NAME

The name of the Corporation is CHRIS REDMAN, INC. (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 11415 56th Place North, Royal Palm Beach, Florida 33411.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than four (4) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

Christopher J. Redman
11415 56th Place North
Royal Palm Beach, Florida 33411

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1415 56th Place North, Royal Palm Beach, Florida 33411. The name of the initial registered agent of the Corporation at that address is Christopher J. Redman.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is David W. Seewer, 2700 Citizens Plaza, Louisville, Kentucky 40202.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

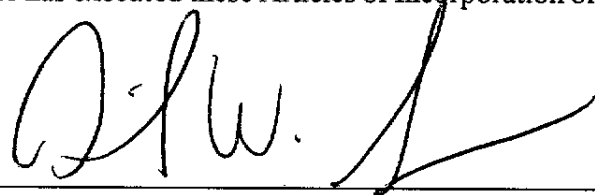
ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

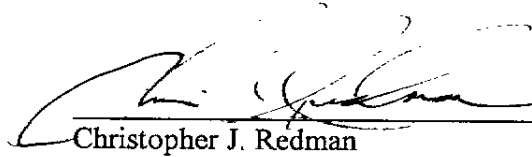
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of Chris Redman, Inc. this 14 day of May, 2000.



David W. Seewer
Incorporator

CONSENT OF REGISTERED AGENT
OF
CHRIS REDMAN, INC.

The undersigned, Christopher J. Redman, whose business address is 11415 56th Place North, Royal Palm Beach, Florida 33411, hereby accepts appointment as the initial registered agent of **CHRIS REDMAN, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Christopher J. Redman

FILED
00 MAY 18 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA