

Date: 11/10/2006

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R&A Naples Fax

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Division of Corporations

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Florida Department of State  
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Account Number : T20000000121  
Phone : (239) 649-6200  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Belco Group, Inc.

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**ARTICLES OF INCORPORATION  
OF  
BELCO GROUP, INC.**

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

**BELCO GROUP, INC.**

SECOND: The initial principal office and mailing address of the Corporation is:

2500 Chamber Center Drive, Suite 300  
P.O. Box 17070  
Ft. Mitchell, KY 41017-7070

THIRD: The aggregate number of shares that the Corporation is authorized to issue is ten thousand (10,000) shares of common stock and the par value of each share shall be one-tenth of a cent (\$0.001). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o William R. O'Neill  
850 Park Shore Drive, Third Floor  
Naples, Florida 34103

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

R & A Agents, Inc.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

Bradley E. Lehmann  
8025 Action Boulevard  
Florence, KY 41042

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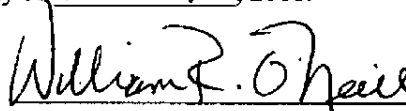
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SIXTH: The name and address of the sole incorporator is:

William R. O'Neill  
850 Park Shore Drive, Third Floor  
Naples, Florida 34103

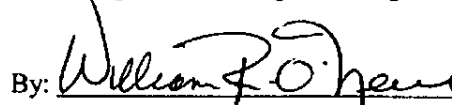
IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 8th day of November, 2006.



William R. O'Neill  
Sole Incorporator

I, William R. O'Neill, Assistant Secretary of R & A Agents, Inc., a company which has been designated to act as registered agent and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc., Registered Agent



William R. O'Neill, Assistant Secretary