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FLEMING, O'BRYAN & FLEMING
 A PROFESSIONAL ASSOCIATION

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 WILLIAM D. RICKER, JR.
 OSCAR E. SOTO
 O. MORTON WESTON, JR.
 ROBERT L. WUNKER

WM. O'BRYAN
 RETIRED
 JOHN W. FLEMING
 RETIRED
 THOMAS F. FLEMING
 (1989-1998)
 FOY B. FLEMING
 (1921-1988)

March 9, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
 Division of Corporations
 Florida Department of State
 409 East Gaines Street
 Post Office Box 6327
 Tallahassee, FL 32314

RECEIVED 14/2/95
 10:00 AM
 33336-7028

Re: Seatide Properties, Inc.

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the sum of \$122.50 is enclosed for the following fees:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy, I have enclosed a pre-addressed and pre-paid federal express envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,

Robert L. Wunker

Robert L. Wunker
 For the Firm

3/3/95
 (TW)

Enclosure

ARTICLES OF INCORPORATION OF
SEATIDE PROPERTIES, INC.
A FLORIDA CORPORATION

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Seatide Properties, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 225 N. Clifton Avenue, Louisville, KY 40206.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Robert L. Wunker

Address

500 E. Broward Blvd.
Suite 1700
Fort Lauderdale, FL 33394

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 10 PM 3:12

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Donald R. Kessler	225 N. Clifton Avenue Louisville, KY 40206

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Robert L. Wunker	500 East Broward Blvd. Suite 1700 Fort Lauderdale, FL 33394

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of March, 1995.

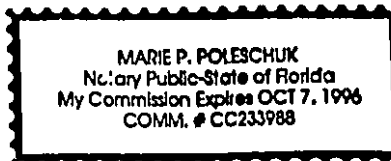


Robert L. Wunker
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument of the Articles of
Incorporation of Seaside Properties, Inc. was acknowledged
before me this 9th day of March, 1995, by Robert L. Wunker, who
is personally known to me.

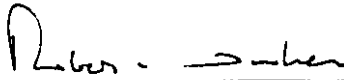
Marie P. Poleschuk
Name: Marie P. Poleschuk
Notary Public
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Seatide Properties, Inc., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: March 9, 1995



Robert L. Wunker

FILED
95 MAR 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA