

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

WKT RESTAURANT CORP.

File Number C 129864

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: July 30, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kerri Krosch*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is WKT Restaurant Corp.

99 JUL 30 AM 10:13
STATE OF IDAHO
2. The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of Kentucky
4. Its date of incorporation is 01/10/94
5. The address of its principal office is 9000 Wessex Place, Suite 301
Louisville, KY 40222
6. The address to which correspondence should be addressed, if different from item 5, is N/A
7. The street address of its registered office in Idaho is CT Corporation Systems
300 N. 6th Street
Boise, ID 83702
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>W. Kent Taylor,</u>	<u>President</u>	<u>9000 Wessex Place, Suite 301</u> <u>Louisville, KY 40222</u>
<u>William B. Rea, Jr.</u>	<u>CFO</u>	<u>9000 Wessex Place, Suite 301</u> <u>Louisville, KY 40222</u>
<u>Karen M. Hill</u>	<u>Secretary</u>	<u>9000 Wessex Place, Suite 301</u> <u>Louisville, KY 40222</u>
<u>Charlotte L. Hendrick</u>	<u>Asst. Secretary</u>	<u>9000 Wessex Place, Suite 301</u> <u>Louisville, KY 40222</u>
_____	_____	_____
_____	_____	_____

Dated: 7/21/99

WKT Restaurant Corp.

(Corporation name)

By W. Kent Taylor

Its President

(specify capacity of signer)

Customer Acct # :

(If using pre-printed form, use only)

IDAHO SECRETARY OF STATE
 07/30/1999 09:00
 CR: 18892 CT: 184345 DR: 238888

1 @ 188.00 = 188.00 AUTH PRO # 2
 1 @ 28.00 = 28.00 EXPEDITE C # 3

C 129864



John Y. Brown III
Secretary of State
Certificate of Existence

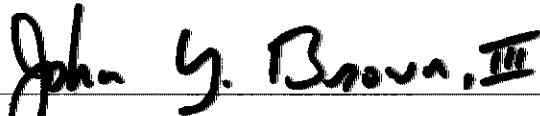
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

WKT RESTAURANT CORP.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is January 10, 1994 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 21st day of July, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

Records2/0325032