

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

UNIDIAL INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UNIDIAL INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

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

Dated: August 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

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APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is UniDial Incorporated

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Kentucky

4. The date of its incorporation is March 5, 1993 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 12910 Shelbyville Rd., Ste. 211, Louisville, Kentucky 40243

6. The address to which correspondence should be addressed, if different from that in Item 5.
Same

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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CK #: 7024 CUST# 1
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John Sherman Henderson, III</u>	<u>President and Director</u>	<u>12910 Shelbyville Rd., Ste. 211 Louisville, Kentucky 40243</u>
<u>Finley J. Garvin</u>	<u>Executive Officer and Director</u>	<u>12910 Shelbyville Rd., Ste. 211 Louisville, Kentucky 40243</u>
<u>Kenneth D. Richey</u>	<u>Secretary and Treasurer</u>	<u>12910 Shelbyville Rd., Ste. 211 Louisville, Kentucky 40243</u>
<u>Edward J. Wampler</u>	<u>Vice President-Operations and Director</u>	<u>12910 Shelbyville Rd., Ste. 211 Louisville, Kentucky 40243</u>

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 18, 1993

UniDial Incorporated

(Corporation Name)

By Edward J. Wampler vice President
its President/Vice President (please specify)

and Kenneth D. Richey
Kenneth D. Richey its Secretary/Assistant Secretary (please specify)

STATE OF Kentucky)
) ss:

COUNTY OF Jefferson)

I, Donna L. Thompson, a notary public, do hereby certify that on this 18th day of August, 19 93, personally appeared before me Edward J. Wampler & Kenneth Richey, who being by me first duly sworn, declared that (s)he is the V. Pres. and Secretary of _____

UniDial Incorporated

that (s)he signed the foregoing documents as V. Pres & Sec of the corporation and that the statements therein contained are true.

Donna L. Thompson, State at Large
Notary Public
My Commission Expires 9-28-97



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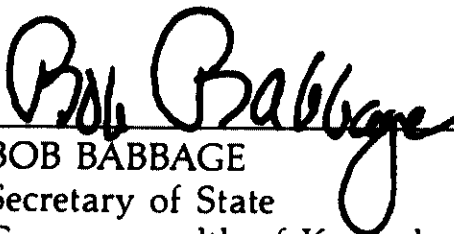
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE
DOMESTIC CORPORATION

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, UNIDIAL INCORPORATED

is a corporation organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is MARCH 5, 1993 ;
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 19th. day of AUGUST ,
19 93 .


BOB BABBAGE
Secretary of State
Commonwealth of Kentucky

DMS