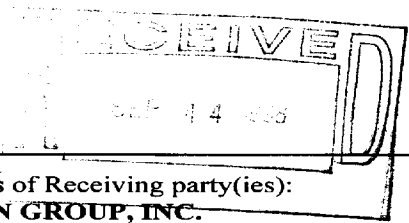


MPAL
9-14-98

09-17-1998



IEET



100832089

To the Honorable Commissioner of Pa
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
JIMMY HAMILTON ENTERPRISES, INC.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State-Kentucky
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and Address of Receiving party(ies):
 Name: **MAS-HAMILTON GROUP, INC.**
 Street Address: **805-D Newton Circle**

City: **Lexington**
 State: **Kentucky** Zip: **40511**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Kentucky**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation must be a separate document from Assignment.)
 Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: **June 17, 1992**

4. Application number(s) or registration number(s):

A. Trademark application No.(s) \ B. Trademark Registration No.(s)
 1,783,837 and 1,804,171

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **William H. Hollander**

Street Address: **Wyatt, Tarrant & Combs
Citizens Plaza**

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

6. Total number of applications and registrations involved: 2

7. Total fee (37 CRF § 3.41) \$65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William H. Hollander *W.H. Hollander* 9/10/98
 Name of person signing Signature Date

Total number of pages comprising cover sheet: 1

TRADEMARK
 REEL: 1788-1 FRAME: 0879
 45.00 IP
 25.00 IP
 1788-1 0879



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF AMENDMENT OF

JAMES HAMILTON ENTERPRISES, INC. CHANGING NAME TO JIMMY HAMILTON ENTERPRISES, INC. FILED MARCH 8, 1989,

ARTICLES OF AMENDMENT OF JIMMY HAMILTON ENTERPRISES, INC. CHANGING NAME TO MAS-HAMILTON GROUP, INC. FILED JUNE 17, 1992.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 10TH day of

AUGUST, 19 98

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

PMM

TRADEMARK
REEL: 1788 FRAME: 0880

255396A
255703-I

ARTICLES OF AMENDMENT
OF JAMES HAMILTON ENTERPRISES, INC. # 255396

Pursuant to KRS 271B.10-060 the undersigned corporation executes its Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is James Hamilton Enterprises, Inc.

Second: The following amendment to the Articles of Incorporation was adopted by the shareholder of the corporation on March 8, 1989, in the manner prescribed by The Kentucky Business Corporation Act:

Article I will be deleted and replaced by the following:

ARTICLE I

Name

The name of the corporation is Jimmy Hamilton Enterprises, Inc.

Third: The number of shares of the corporation outstanding at the time of such adoption was 100 shares of common stock and the number of shares entitled to vote thereon was 100 shares of common stock.

Fourth: The number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, was:

<u>Class</u>	<u>Number of Shares</u>
Common	100

554024

Fifth: The number of votes of each voting group indisputedly represented by the vote was:

<u>Class</u>	<u>Number of Shares</u>
Common	100

Sixth: The number of undisputed votes cast for the Amendment recited above was sufficient for approval by that voting group. The total number of undisputed votes cast for the Amendment by the sole voting group is as follows:

Amendment of Article I 100

Seventh: The Amendment to the Articles shall not provide for an exchange, reclassification or cancellation of issued shares.

Eight: The Board of Directors of the corporation adopted the Amendment on March 8, 1989.

Dated this 8th day of March, 1989.

JAMES HAMILTON ENTERPRISES, INC.

By: James Hamilton
James Hamilton, President

Prepared by:

Jennifer L. Sapp
Jennifer L. Sapp
WYATT, TARRANT & COMBS
Lexington Financial Center
250 West Main Street
Lexington, Kentucky 40507
(606) 233-2012

RECEIVED AND FILED
DATE MAR. 8 1989
TIME 3:55 AM
AMOUNT 400
BY WLC
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

678337

RECEIVED & FILED

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
JIMMY HAMILTON ENTERPRISES, INC.

Jun 17 9 35 AM '92

Pursuant to the provisions of KRS 271B.10-070, the undersigned corporation executes these Restated and Amended Articles of Incorporation:

FIRST: The name of the Corporation is Jimmy Hamilton Enterprises, Inc.

SECOND: The following Restated and Amended Articles of Incorporation amend Article I and Article VII which require shareholder approval.

THIRD: The Amendments to the Articles of Incorporation shall not provide for an exchange or cancellation of issued shares. An Amendment to the Articles of Incorporation does provide for the currently issued and outstanding Common Stock of the Corporation to be reclassified as the same number of shares of Class A Common Stock. All currently issued and outstanding Common Shares of the Corporation shall automatically become designated Class A Common Shares without action on the part of any Shareholder of the Corporation.

FOURTH: The following Restated and Amended Articles of Incorporation were approved by the shareholders of the Corporation on June 12, 1992, in the manner prescribed by the Kentucky Business Corporation Act.

FIFTH: One hundred eight and five hundred twenty-three thousandths (108.523) shares of the Corporation's Common Stock were entitled to be cast on the Amendments and were represented at the shareholders meeting. One hundred eight and five hundred twenty-

three thousands (108,523) shares were cast for the Amendments and zero (0) shares were cast against the Amendments. The number of votes cast for the Amendments was sufficient for approval of the Amendments.

ARTICLE I

Name

The name of the Corporation is Mas-Hamilton Group, Inc.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Kentucky Business Corporation Act.

ARTICLE III

POWERS

The Corporation shall have all the powers conferred upon a corporation organized under the Kentucky Business Corporation Act and shall have all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation.

ARTICLE IV

Duration

The Corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The registered office of the Corporation in the Commonwealth of Kentucky is Highway 150, Springfield, Kentucky 40069.

The registered agent at the same address is James E. Hamilton.

ARTICLE VI

Principal Office

The mailing address of the principal office of the Corporation is P.O. Box 266, Highway 150, Springfield, Kentucky 40069.

ARTICLE VII

Capital Stock

The total number of shares which may be issued by the Corporation is:

(a) 1,000 shares of Class A Common Stock having no par value;
and

(b) 1,000 share of Class B Common Stock having no par value.

All shares of Common Stock issued and outstanding as of the date of these Restated and Amended Articles of Incorporation, shall be automatically converted to the same number of Class A Common Stock without action on the part of any shareholder of the Corporation. The owners of Class A common stock are entitled to one vote per share and may vote the same as provided by law. The owners of Class B Common Stock shall not be entitled to voting rights. Except as to voting rights, both Class A and Class B Common Stock shall have identical rights and preferences and together are entitled to receive the net assets and proceeds of the Corporation upon distribution, dissolution, or liquidation.

ARTICLE VIII

Incorporator

The name and address of the incorporator is Joseph H. Terry, Lexington Financial Center, Lexington, Kentucky 40507.

ARTICLE IX

Director Liability

No director of the Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages for breach of his or her duties as a director except for liability:

(a) For any transaction in which the director's personal financial interests is in conflict with the financial interest of the Corporation or its shareholders;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(c) For distributions made in violation of the Kentucky Business Corporation Act; or

(d) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Business Corporation Act is amended, modified or supplemented and any other statutory provision is adopted, in either case, after approval by the shareholders of this Article to eliminate or limit further 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 Kentucky Business Corporation Act, as so amended, or the statutory provision as adopted. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

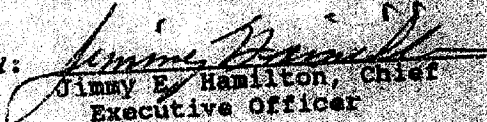
Indemnification of Officers and Directors

The Corporation shall indemnify and may advance expenses to all directors, officers, employees or agents of the Corporation who are, or were threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law.

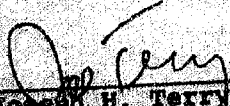
Dated this 12th day of June, 1992.

JIMMY HAMILTON ENTERPRISES, INC.

BY:


Jimmy E. Hamilton, Chief
Executive Officer

THIS INSTRUMENT PREPARED BY:


Joseph H. Terry
WYATT, TARRANT & COMBS
Lexington Financial Center
250 East Main Street
Lexington, Kentucky 40507
(606) 233-2012

51126/HAMILTON.301

5