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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF INCORPORATION

OF

DAVID W. STANTON, P.S.C.

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby proposes to form a professional service corporation (hereinafter the "Corporation") in accordance with the provisions of Kentucky Revised Statutes Chapter 274, and therefore submits the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be David W. Stanton, P.S.C.

ARTICLE II

Purpose

The purposes of the Corporation shall be:

- (a) To provide legal services in jurisdictions where the company retains or employs licensed attorney(s);
- (b) To provide arbitration, mediation and related services and to act corporately as mediator, arbitrator or other alternative dispute resolution provider, to operate offices for these practices and to employ others to engage in the practices; and
- (c) To transact any and all lawful business for which corporations may be organized under the Kentucky Business Corporation Act, as amended, and as further restricted by the Professional Services Corporations Act, Kentucky Revised Statutes Ch.274.

ARTICLE III

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV

Registered Office and Agent

The registered office of the Corporation shall be 7321 New LaGrange Road, Suite 106, Louisville, KY 40222, and the name of the registered agent is David W. Stanton.

ARTICLE V

Capitol Stock

The Corporation is authorized to issue One Thousand (1,000) shares of stock, all of one voting class, having no par value each.

ARTICLE VI

Designation of Profession

The profession of law shall be practiced through the Corporation, along with the provision of mediation and arbitration services.

ARTICLE VII

Director, Shareholder and Principal Office

The initial director and shareholder is David W. Stanton, and the mailing address of the principal office shall be 7321 New LaGrange Road, Suite 106, Louisville, KY 40222.

ARTICLE VIII

Professional Licensing

The incorporator and all shareholders are all duly licensed to practice the profession of law in the Commonwealth of Kentucky. Not less than one half of the directors and all of the officers other than the Secretary and Treasurer shall be licensed to practice Law.

ARTICLE IX

Indemnification of Officers and Directors

To the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Business Corporations Act ("Act"), the Corporation shall indemnify each director or officer of the Corporation against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such director or officer in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans.

The indemnification against Liability and advancement of expenses granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation.

ARTICLE X

To the fullest extent permitted by law a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of director's duties as a director. This Article XI shall continue applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall insure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE XI

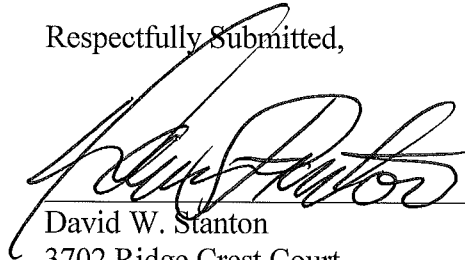
If any provisions of these Articles shall be held invalid by a Court of competent jurisdiction, the invalidity shall not affect other provisions or application of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

ARTICLE XII

Incorporator

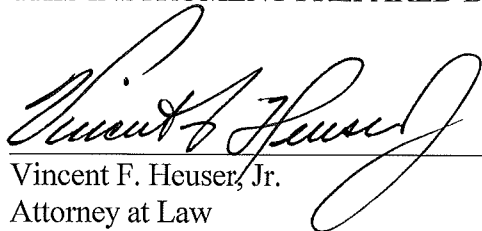
The name of the incorporator is David W. Stanton.

Respectfully Submitted,



David W. Stanton
3702 Ridge Crest Court
Prospect, KY 40059
Incorporator and Registered Agent

THIS INSTRUMENT PREPARED BY:



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