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John Y. Brown III
Secretary of State
Received and Filed

03/18/2003 12:36 PM

Fee Receipt: \$40.00

**ARTICLES OF ORGANIZATION
OF
APB MORTGAGE (COLORADO) LLC**

The undersigned person forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275, as follows:

ARTICLE I

Name

The name of the limited liability company (the "Company") is APB Mortgage (Colorado) LLC.

ARTICLE II

Registered Office; Registered Agent

The street address of the initial registered office of the Company is One Corporate Center, 9931 Corporate Campus Drive, Suite 2400, Louisville, Kentucky 40223 and the name of the initial registered agent is Joe F. Wright.

ARTICLE III

Principal Office

The mailing address of the initial principal office of the Company is One Corporate Center, 9931 Corporate Campus Drive, Suite 2400, Louisville, Kentucky 40223.

ARTICLE IV

Management

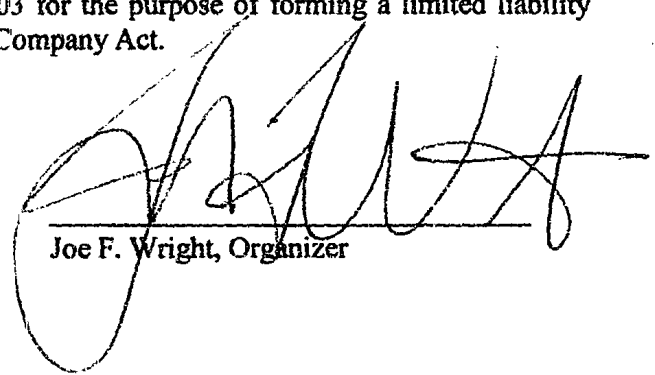
The Company is to be managed by one or more managers.

ARTICLE V

Dissolution

The term of the Company is perpetual, except as it may be dissolved pursuant to the Kentucky Limited Liability Company Act or the Company's operating agreement.

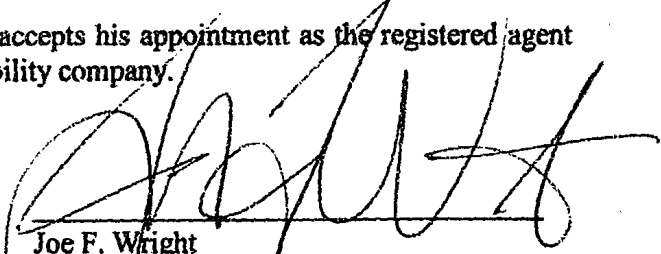
IN WITNESS WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 17th day of March 2003 for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act.

A handwritten signature in black ink, appearing to read 'Joe F. Wright', is written over a horizontal line. The signature is stylized and cursive.

Joe F. Wright, Organizer

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to and accepts his appointment as the registered agent for APB Mortgage (Colorado) LLC, a limited liability company.



Joe F. Wright

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3/8/2000 10:33 AM



9931 Corporate Campus Drive, #2400
Louisville, Kentucky 40223

March 12, 2003

Office of the Secretary of State
Attention: Corporate Records
700 Capitol Avenue
Room 154, State Capitol
P.O. Box 718
Frankfort, KY 40602

Re: APB Mortgage (Colorado) LLC and APB Mortgage LLC

Dear Sir or Madam:

Enclosed are three (3) originals of Articles of Organization for APB Mortgage (Colorado) LLC. Please file our original and return the other two file-stamped originals to me at the above address.

Also, please provide me with one (1) certified copy of a Certificate of Existence for APB Mortgage (Colorado) LLC.

Also, please provide me with one (1) certified copy of a Certificate of Existence for the separate company, APB Mortgage LLC.

A check in the amount of \$60 for the filing fee and for the copies of the two Certificates of Existence is enclosed.

If you have questions or need to contact me please call me at 502-212-4909.

Thank you for your attention to this matter.

Sincerely,


Joe F. Wright
General Counsel