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Trey Grayson
Secretary of State
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**ARTICLES OF ORGANIZATION
OF
BAR-MER 1, LLC**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Robert A. Rowlett, hereby forms and organizes a limited liability company pursuant to the Kentucky Limited liability company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

The name of the limited liability company is BAR-MER 1, LLC.

ARTICLE II

The period of the Limited Liability Company's duration shall be perpetual.

ARTICLE III

The purposes for which the limited liability company is organized are to engage in the business of leasing real estate and business interests and to engage in all other legal acts for which a limited liability company may be organized under the Kentucky Revised Statutes.

ARTICLE IV

The limited liability company has two (2) members. The management of the limited liability company is reserved to the members. Only the members may bind the

limited liability company. The authority of the members shall be exercised in accordance with the operating agreement of the limited liability company.

ARTICLE V

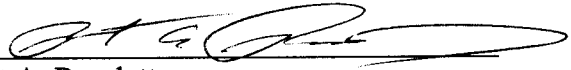
The name of the initial registered agent of the limited liability company is Robert A. Rowlett. The address of the initial registered agent is 16 Ferry Street, Milton, Trimble County, Kentucky 40045. The principal office and the mailing address of the limited liability company shall be 16 Ferry Street, Milton, Trimble County, Kentucky 40045.

ARTICLE VI

Except as otherwise provided by Kentucky law, no member, co-manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, co-manager, agent or employee of the limited liability company.

ARTICLE VII

The name and address of the Organizer is Robert A. Rowlett, 16 Ferry Street, Milton, Kentucky 40045.


Robert A. Rowlett

STATE OF KENTUCKY)
)
COUNTY OF TRIMBLE)

I, Susan Barnes, Notary Public, State of Kentucky, do hereby certify that Robert A. Rowlett appeared before me personally and signed and acknowledged the foregoing Articles of Organization as his free and voluntary act and deed done for the purposes therein expressed this the 20th day of December, 2004.

Susan Barnes
Notary Public, Kentucky State at Large

My Commission expires: 9-2-05

The foregoing Document was prepared by:


PERRY R. ARNOLD, ATTORNEY AT LAW
P. O. Box 274
Bedford, Kentucky 40006
(502) 255-3331

Perry R. Arnold

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS

I, Robert A. Rowlett, having a principal place of business at 16 Ferry Street, Milton, Trimble County, Kentucky 40045, hereby agree and consent to serve as registered office and registered agent for service of process for BAR-MER 1, LLC.

This 20th day of December, 2004.


Robert A. Rowlett, Member