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John Y. Brown III
Secretary of State
Received and Filed
02/21/2003 10:24 AM
Fee Receipt: \$40.00

ARTICLES OF ORGANIZATION
OF
APB MORTGAGE (KENTUCKY) 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 (Kentucky) 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

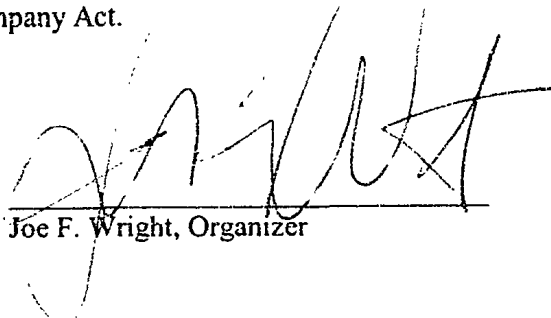
The Company is to be managed by one or more managers.

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.

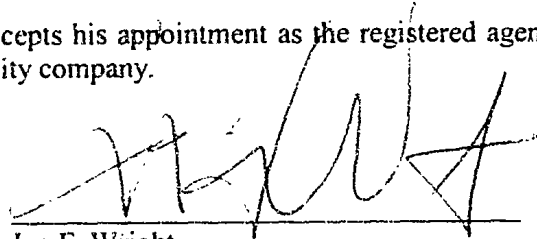
IN WITNESS WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 27th day of February 2003 for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act.

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 (Kentucky) LLC, a limited liability company.

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

Joe F. Wright



2400
APB Corporate Campus Drive #1000
Louisville, Kentucky 40223

February 5, 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

Dear Sir or Madam:

Enclosed are three (3) originals each of Articles of Organization for the following seven (7) companies:

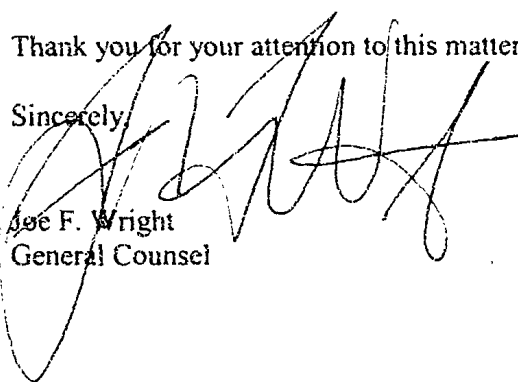
APB Mortgage (Kentucky) LLC - 554682
APB Mortgage (Indiana) LLC - 554684
APB Mortgage (Ohio) LLC - 554685
APB Mortgage (North Carolina) LLC - 554688
APB Mortgage (Tennessee) LLC - 554689
APB Mortgage (Texas) LLC - 554690
APB Mortgage (Missouri) LLC 554691

Also enclosed is a check in the amount of \$280.00 for the filing fees for these companies. Please return the filed-stamped companies to me at the address listed above.

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