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John Y. Brown III
Secretary of State
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ARTICLES OF ORGANIZATION
OF

APB MORTGAGE (INDIANA) 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 (Indiana) 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

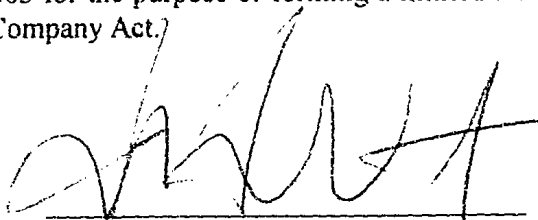
The Company is to be managed by one or more managers.

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.

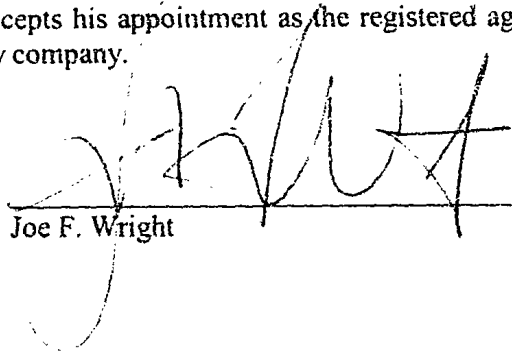
IN WITNESS WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 5th day of February 2003 for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act.)



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 (Indiana) LLC, a limited liability company.



Joe F. Wright

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