

**ARTICLES OF ORGANIZATION
OF
BIRMINGHAM ATHLETIC CLUB LLC**

The undersigned organizer, desiring to form a limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

ARTICLE I: NAME

The name of the limited liability company is Birmingham Athletic Club LLC.

ARTICLE II: REGISTERED AGENT AND OFFICE

The name and address of the registered agent is:

Emily M. Mooring
250 West Main St.
Suite 1400
Lexington, Kentucky 40507

ARTICLE III: PRINCIPAL OFFICE

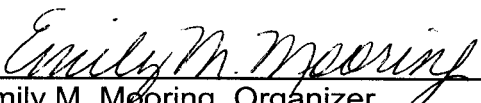
The address of the initial principal office of the limited liability company is:

224 South Ashland Avenue
Lexington, Kentucky 40502

ARTICLE IV: MANAGEMENT

The limited liability company is to be managed by one or more managers pursuant to a written Operating Agreement.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 7th day of March, 2005.



Emily M. Mooring, Organizer