

**ARTICLES OF ORGANIZATION
OF
DOC KELLY'S APOTHECARY, LLC**

The undersigned company, desiring to form a limited liability company under the Kentucky Limited Liability Companies Act, KRS Chapters 275, (the "Act"), hereby state the following:

1. The name of the limited liability company is Doc Kelly's Apothecary, LLC (the "Company").

2. The name and address of the Company's registered agent are:

Nicole G. Freels
2281 Sunningdale Drive
Lexington, Kentucky 40509

3. The address of the Company's initial principal office of the limited liability company is:

2281 Sunningdale Drive
Lexington, Kentucky 40509

4. The Company is formed for the purpose of engaging in the cosmetic foot care services for medical practices and related disciplines within the Commonwealth of Kentucky, and to carry on or undertake any business, activities, or transactions in the Commonwealth of Kentucky or any foreign state or country, which this limited liability company may lawfully carry on or undertake under the laws of the Commonwealth of Kentucky and under or any foreign state or country.

5. The name and address of managing member of the Company is:

Robert Scott Freels
2281 Sunningdale Drive
Lexington, Kentucky 40509

6. The name and address of the other member of the Company is:

Nicole G. Freels, DPM
2281 Sunningdale Drive
Lexington, Kentucky 40509

7. The managing member certifies that each of the members and each of the officers (other than the secretary and treasurer) are qualified persons, as defined by KRS Chapter 275.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Organization on this the 28th day of September, 2010.



ROBERT SCOTT FREELS, MANAGING MEMBER

CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Organization as the registered agent of the limited liability company, hereby consents to serve in that capacity.



ROBERT SCOTT FREELS

The foregoing instrument was prepared by:



Robert Scott Freels
2281 Sunningdale Drive
Lexington, Kentucky 40509