

ARTICLES OF ORGANIZATION**OF****SCULPT 360, LLC**

The undersigned, acting as the organizer of a limited liability company under the Kentucky Limited Liability Company Act, Chapter 275 of the Kentucky Revised Statutes (the "Act"), adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company shall be Sculpt 360, LLC.

ARTICLE II

The street address of the initial registered office of the limited liability company shall be 3733 Horsemint Trail, Lexington KY 40509, and the name of the initial registered agent of the limited liability company at that office shall be Tate Russell.

ARTICLE III

The mailing address of the initial principal office of the limited liability company shall be 3733 Horsemint Trail, Lexington KY 40509.

ARTICLE IV

The limited liability company is to be managed by its members.

ARTICLE V

Except as otherwise provided by Kentucky law, no member, 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, manager, agent or employee of the limited liability company.

Dated this the 9th day of March, 2011.



TATE RUSSELL, ORGANIZER

CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Tate Russell, having been duly sworn, states as follows:

1. The undersigned recognizes that this day Articles of Organization for Sculpt 360, LLC are being filed with the Secretary of State of the Commonwealth of Kentucky;
2. The undersigned recognized that in said Articles of Organization the undersigned is named as the initial registered agent for Sculpt 360, LLC; and
3. The undersigned Services herewith consents to serve in the capacity of initial registered agent for Sculpt 360, LLC until such time as such appointment is terminated or the initial registered agent resigns.



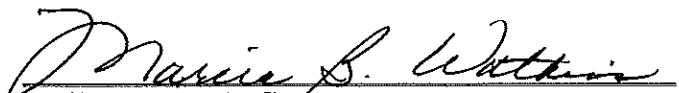
TATE RUSSELL

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF FAYETTE)

The foregoing document was acknowledged before me this 9 day of March, 2011, by Tate Russell.

My Commission expires: 09/30/2014

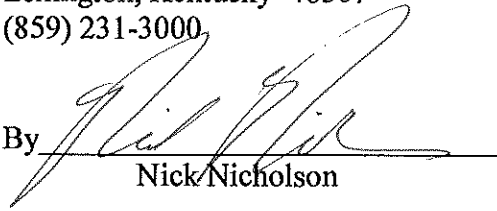
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NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

STOLL KEENON OGDEN PLLC
300 West Vine Street, Suite 2100
Lexington, Kentucky 40507
(859) 231-3000.

By

A handwritten signature in black ink, appearing to read "Nick Nicholson", is written over a horizontal line.

Nick Nicholson