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Elaine N. Walker, Secretary of State

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ARTICLES OF ORGANIZATION

FIVE FUN GUYS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

ARTICLE I

Name

The name of the limited liability company shall be FIVE FUN GUYS, LLC.

ARTICLE II

Initial Registered Office and Initial Registered Agent

The street address of the company's initial registered office shall be 608 Edna Road, Louisville, Kentucky 40206 and the company's initial registered agent at that office shall be Andy Wolak.

ARTICLE III

Initial Principal Office

The mailing address of the company's initial principal office shall be 608 Edna Road, Louisville, Kentucky 40206.

ARTICLE IV

Purpose

The purpose for which the company is formed is the transaction of any and all lawful business for which limited liability companies may be formed under Chapter 275 of the Revised Statutes of the Commonwealth of Kentucky.

ARTICLE V

Statement of Management

The limited liability company is to be managed by a member or members, to be exercised in accordance with the operating agreement of the limited liability company.

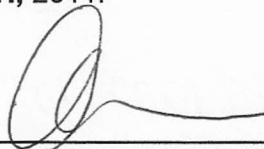
ARTICLE VII

Personal Liability

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.

IN WITNESS WHEREOF, we have subscribed my name as Andy Wolak to these Articles of Organization on this the 22nd day of **MARCH**, 2011.

SIGNED



Andy Wolak, Organizer

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS TO SERVE

I, Andy Wolak, having a principal place of business of 608 Edna Road, Louisville, Kentucky 40206, hereby agree and consent to serve as agent for service of process of FIVE FUN GUYS, LLC.

SIGNED



Andy Wolak