

**ARTICLES OF ORGANIZATION
OF
PENNY LOVE DESIGNS, LLC**

The undersigned person sets forth the following Articles of Organization for the purpose of organizing a limited liability company (the "Company") under the Kentucky Limited Liability Company Act:

**ARTICLE I
NAME**

The name of the Company is: **PENNY LOVE DESIGNS, LLC**

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office is 11802 Brinley Avenue, Suite 201, Louisville, Kentucky, 40243, and the name of the Company's initial registered agent at that office is Anthony A. Waits.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company is 11802 Brinley Avenue, Suite 201, Louisville, Kentucky 40243.

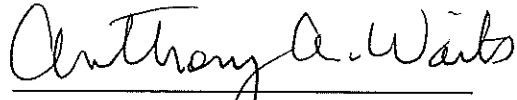
**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its manager or managers.

**ARTICLE V
EXISTENCE**

The Company's existence shall continue until dissolved in accordance with its Operating Agreement or applicable law.

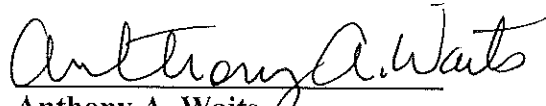
Dated November 30, 2012


Anthony A. Waits, Organizer

STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to KRS Chapter 275, the undersigned, named as the initial registered agent in the Articles of Organization of PENNY LOVE DESIGNS, LLC (the "Company") hereby consents to serve the Company in that capacity until such appointment is terminated in accordance with the Kentucky Limited Liability Company Act.

Date November 30, 2012


Anthony A. Waits
11800 Brinley Avenue
Louisville, Kentucky 40243
502-396-3509