KYLE'S ENTERPRISES, LLC

ARTICLES OF ORGANIZATION
AND
CONSENT OF REGISTERED AGENT

The undersigned, a natural person, age eighteen or older, as organizer of a limited liability company under the Kentucky Limited Liability Company Act, does hereby adopt the following Articles of Organization for said Company.

1.   **NAME.** The name of this Company is **KYLE'S ENTERPRISES, LLC**.

2.   **REGISTERED AGENT AND OFFICE.** The initial registered Agent is Caroline F. Sampson. The street address of the initial Registered Office is 408 Houston Oaks Drive, Paris, Kentucky 40361.

3.   **BUSINESS ADDRESS.** The business mailing address of the initial principal office of the Company shall be Shops at Lexington Center, 410 West Vine Street, Suite 224, Lexington, Kentucky 40507.

4.   **MEMBERS.** The Company has two members.

5.   **MANAGEMENT.** The management of the Company is reserved to the Members, to be exercised in accordance with the Operating Agreement of the Company.

6.   **DURATION OF COMPANY.** The duration of the Company shall be perpetual.

7.   **ORGANIZER.** The Organizer of this Company is Caroline F. Sampson, whose address is 408 Houston Oaks Drive, Paris, Kentucky 40361.

8.   **OPERATING AGREEMENT.** The affairs of the Company and Members' Interests in the Company shall be governed by a written Operating Agreement.

IN WITNESS WHEREOF, the Organizer hereby affirms under penalty of perjury that

the information contained in this document is true and correct.

Caroline F. Sampson   _3 16 11_
CAROLINE F. SAMPSON   Date

The Registered Agent hereby consents to serve.

Caroline F. Sampson   _3 16 11_
CAROLINE F. SAMPSON   Date

STATE OF KENTUCKY

COUNTY OF FAYETTE

      Subscribed and sworn to before me by CAROLINE F. SAMPSON this __16th__ day of
March, 2011.

           My commission expires: _September 24, 2014_

                                    Mariah M. Aldridge #428721
                                    NOTARY PUBLIC, KENTUCKY
                                    STATE AT LARGE

PREPARED BY:

[signature]
KINKEAD & STILZ, PLLC
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