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Trey Grayson
Secretary of State
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**ARTICLES OF ORGANIZATION
OF**

BLUE STAR INTERNATIONAL REALTY LLC

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company is BLUE STAR INTERNATIONAL REALTY LLC ("the Company").

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office in the Commonwealth of Kentucky will be as follows: 101 South Fifth Street, Suite 2400, Louisville, Jefferson County, Kentucky 40202. The name of the Company's initial registered agent at the initial registered office will be Maria A. Fernandez, Esq.

ARTICLE III

PRINCIPAL OFFICE

The mailing address of the Company's initial principal office will be: 101 South Fifth Street, Suite 2400, Louisville, Jefferson County, Kentucky 40202.

ARTICLE IV

MEMBERS

The Company will have two members.

ARTICLE V

MANAGEMENT

The Company will be managed by John A. Richter, Manager.

ARTICLE VI

PERIOD OF DURATION


The Company will not have a specific date of dissolution.

ARTICLE VII

DESIGNATION OF SERVICES

The Company will engage in real estate sale and brokerage and in any and all other activities that are of interest to the Member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this the 19th day of April, 2006.



Maria A. Fernandez, Organizer

COMMONWEALTH OF KENTUCKY)
)SS
COUNTY OF JEFFERSON)

On this the 19th day of April, 2006, there appeared before me, a Notary in and for the State and County aforesaid, Maria A. Fernandez, who, after being by me first duly sworn, did acknowledge before me that the foregoing was her own true and lawful free act and voluntary deed.

My commission expires: _____.

Notary Public, State at Large, KY

This instrument was prepared by:

FERNANDEZ FRIEDMAN GROSSMAN & KOHN PLLC
Attorneys at Law
2400 National City Tower
101 South Fifth Street
Louisville, KY 40202-3103
(502) 589-1001


By: _____



Maria A. Fernandez

April 19, 2006

I consent to act and agree to serve as initial registered agent for Blue Star International Realty LLC.



Maria A. Fernandez