

ARTICLES OF ORGANIZATION
OF

BOTANICA & MORE, LLC

The undersigned, serving as the organizer, hereby executes and files the following Articles of Organization for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act, Kentucky Revised Statutes ("KRS"), Chapter 275.

ARTICLE I
NAME

The name of the limited liability company shall be Botanica & More, LLC (the "Company").

ARTICLE II
REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be 6327 Old Richmond Rd., Lexington, Kentucky 40515. The Company's initial registered agent at that office shall be Vicki Hensley Watkins.

ARTICLE III
PRINCIPAL ADDRESS

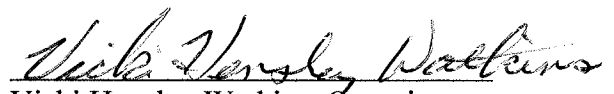
The mailing address of the initial principal office of the Company shall be 6327 Old Richmond Rd., Lexington, Kentucky 40515.

ARTICLE IV
MANAGEMENT

The management of the Company is reserved to the members, subject to and in accordance with the Operating Agreement of the Company.

The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of Botanica & More, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 19th day of September, 2013.


Vicki Hensley Watkins, Organizer

STATEMENT OF CONSENT

Pursuant to the provisions of KRS Chapter 275, the undersigned, as the initial registered agent identified in Article II of the Articles of Organization of Botanica & More, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.


Vicki Hensley Watkins, Organizer

THIS INSTRUMENT PREPARED BY:



J. Tanner Watkins
DINSMORE & SHOHL LLP
101 South Fifth Street, Suite 2500
Louisville, Kentucky 40202
(502) 540-2334