ARTICLES OF ORGANIZATION OF THE SHIRT SHOP LOUISVILLE, LLC

ARTICLE I NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company is THE SHIRT SHOP LOUISVILLE, LLC (the "Company").

ARTICLE II REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office in the State of Kentucky is as follows: 520 North Miles Street, Elizabethtown, Kentucky 42701. The name of the Company's initial registered agent at the initial registered office is as follows: M. Ann Carnes.

ARTICLE III PRINCIPAL OFFICE

The mailing address of the Company's initial principal office is as follow: 523 Cannons Lane, Louisville, Kentucky 40207 42701.

ARTICLE IV MEMBERS

The Company has at least two (2) or more members.

ARTICLE V MANAGEMENT

The Company is to be managed by its members.

ARTICLE VI PERIOD OF DURATION

The Company shall be perpetual in duration.

IN WITNESS WHEREOF, THE FOLLOWING PARTIES HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THE 13 DAY OF , 2014. Jordan E. Douglas, Member M. Ann Carnes, Agent M. Ann Carnes, Member STATE OF KENTUCKY COUNTY OF HARDIN Before me personally appeared M. Ann Carnes and Jordan E. Douglas who are known to me to be the persons who executed the foregoing Articles of Organization. In witness whereof, I have hereunto set my hand and seal on this 13th day of January NOTARY PUBLIC, STATE AT # 470508 LARGE My commission expires: 7-24-16 THIS INSTRUMENT-PREPARED BY:

JORDAN E. DOUGLAS 523 Cannons Lanes

(270) 307-3666

Louisville, Kentucky 40207