

**Amended and Restated
Articles of Organization
of
School Outfitters, LLC**

The undersigned, desiring to amend and restate its original Articles of Organization filed with the Kentucky Secretary of State on December 10, 1998 (as amended) under Chapter 275 of the Kentucky Revised Statutes, does hereby state the following:

- FIRST: The name of the limited liability company is:
- School Outfitters, LLC
- SECOND: The name of the registered agent and the street address of the registered office of the limited liability company is:
- GH&R Business Services, Inc.
2400 Chamber Center Dr. #300
Fort Mitchell, KY 41017
- THIRD: The mailing address of the principal office of the limited liability company is:
- 3736 Regent Avenue
Cincinnati, OH 45212
- FOURTH: The limited liability company shall have one (1) member.
- FIFTH: This limited liability company shall be managed by its managers, except as set forth in the Amended and Restated Operating Agreement.
- SIXTH: The Company commenced on the date of the filing of the original Articles of Organization with the Kentucky Secretary of State on December 10, 1998 and shall continue in perpetuity unless earlier terminated pursuant to the terms of the Amended and Restated Operating Agreement.
- SEVENTH: The limited liability company is formed for the purpose of carrying on or undertaking any business activities or transactions in the State of Kentucky or in any state of the United States or in any foreign country which a limited liability company may lawfully carry on or undertake under the laws of Kentucky and/or under the laws of such other state or foreign country.