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LAOOAlison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION
OF
STAR POWER ENTERTAINMENT, LLC

The undersigned, acting to form a limited liability company under the Kentucky Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME. The name of the limited liability company shall be Star Power Entertainment, LLC (the "Company").

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT. The address of the initial registered office of the Company shall be 1550 Trent Boulevard, #715, Lexington, Kentucky 40515, and the name of its initial registered agent at such address shall be David Black, whose written statement consenting to serve in that capacity accompanies these Articles.

ARTICLE III - INITIAL PRINCIPAL OFFICE. The mailing address of the initial principal office of the Company is 1550 Trent Boulevard, #715, Lexington, Kentucky 40515.

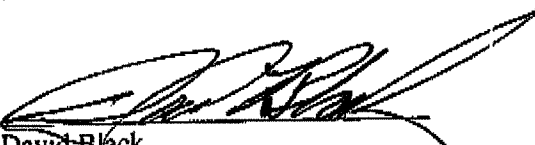
ARTICLE IV - MANAGEMENT STRUCTURE. The Company is to be managed by its member or members.

Dated: 6/11/13



Dan M. Rose

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, David Black, hereby consents to serve as initial registered agent of this company.


David Black

THIS INSTRUMENT PREPARED BY:


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