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Alison Lundergan Grimes Kentucky Secretary of State Received and Filed:

10/12/2016 10:52 AM Fee Receipt: \$40.00

ARTICLES OF ORGANIZATION

FOR

PARTY CENTER - MIDDLETOWN, LLC

The undersigned, serving as the organizer, hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275 (the "Act"), as follows:

ARTICLE I NAME

The name of the limited liability company shall be Party Center – Middletown, LLC (the "Company").

ARTICLE II INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the Company's initial registered office shall be ²³⁰³ River Road, Suite ³⁰¹, Louisville, Kentucky 40206. The name of the Company's initial registered agent at that office shall be VCT Services Louisville, LLC.

ARTICLE III INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Company shall be 9521 US Hwy 42, Suite B, Prospect, Kentucky 40059.

ARTICLE IV MANAGEMENT

The Company shall be managed by its members.

[Signature page immediately follows.]

The undersigned has executed these Articles of Organization as organizer of Party Center - Middletown, LLC as of the 12 day of October, 2016.

By: Jame Matter

Jamie Masticola, Organizer

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 275.025(4), the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of Party Center -Middletown, LLC (the "Company") hereby consents to serve the Company in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Limited Liability Company Act.

VCT SERVICES LOUISVILLE, LLC

Scatt K Sansal

Date: October 12, 2016

Scott R. Townsend, Manager

This foregoing instrument was prepared by:

Scott R. Townsend

VICE COX & TOWNSEND PLLC

Scatt K Sansail

2307 River Road, Suite 203 Louisville, Kentucky 40206