

**ARTICLES OF ORGANIZATION
OF
ERNIE'S SPRIRITS, II, LLC**

The undersigned hereby forms a limited liability company under chapter 275 of the Kentucky Revised Statutes and adopts as the Articles of Organization of such limited liability company the following:

I. THE NAME OF THE LIMITED LIABILITY COMPANY:

ERNIE'S SPRIRITS, II, LLC

II. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

A. Initial Registered Office

c/o Scott Mattmiller
Bullock&Coffman, LLP
234 North Limestone
Lexington, Kentucky 40507

B. Initial Registered Agent

Scott Mattmiller
Bullock&Coffman, LLP
234 North Limestone
Lexington, Kentucky 40507

III. MAILING ADDRESS OF INITIAL PRINCIPAL OFFICE

c/o Kevin Durham
19 Mentelle Park
Lexington, Kentucky 40502

IV. MANAGEMENT

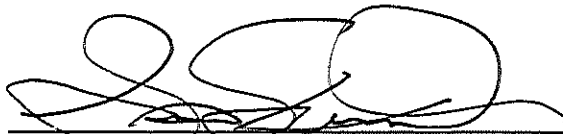
The company will be managed by its members.

V. THE PERIOD OF ITS DURATION

The duration of the company shall be perpetual.

Dated: August 22, 2012

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization and hereby swears that he has read the foregoing Articles and that the statements therein are true and correct to the best of his knowledge and belief as of the date hereof.



M. SCOTT MATTMILLER
ORGANIZER

STATE OF KENTUCKY)
) SCT.
COUNTY OF FAYETTE)

The forgoing instrument was acknowledged before me this 23rd day of August, 2012 by M. Scott Mattmiller as Organizer of Ernie's Spirits, II, LLC, for and on behalf of said limited liability company.

My Commission Expires _____

Notary Public, Kentucky,
State at Large

CONSENT TO SERVE AS AGENT FOR SERVICE OF PROCESS

I, Scott Mattmiller, voluntarily consent to serve as the registered agent for Ernie's Spirits, II, LLC on the date shown below.

Dated this 23rd day of August, 2012.



M. Scott Mattmiller

PREPARED BY:

BULLOCK & COFFMAN, P.S.C.
234 North Limestone
Lexington, Kentucky 40507

By

