

LO2000018265

Alfred A. Colby, P.A.

Technology and Business Law

July 17, 2002

By Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

400006488384--2
-07/18/02--01061--005
****125.00 ****125.00

Re: Filing of Articles of Organization for Phatcat Investments, LLC

Dear Sir or Madam:

Enclosed are the Articles of Organization for Phatcat Investments, LLC, together with a Certificate Designating Place of Business or Domicile for Service of Process within Florida, Naming Agent Upon Whom Service May Be Made. We enclose a check in the amount of \$125.00 to cover the following fees:

Fee for filing Articles of Organization	\$100.00
Fee for filing Certificate Designating Registered Agent	<u>25.00</u>
TOTAL	\$125.00

In accordance with F.S. 608.409, the company began its existence on 18, 2002. I understand that you will file the Articles within five (5) days from the date, in compliance with that statute.

Name Availability	
Document Examiner	DCC
Updater	DCC
W. P. Verifier	C
Acknowledgement	DCC
W. P. Verifier	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 18 AM 11:03

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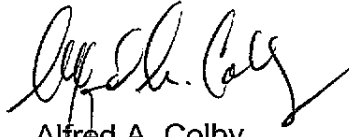
LO2000018265

Street Address ■ 625 East Twiggs Street, Suite 102 ■ Tampa, Florida 33602
Mailing Address ■ Post Office Box 289 ■ Tampa, Florida 33601-0289
Voice: 813.226.0774 ■ Fax: 813.226.0784 ■ E-mail: acolby@tampatechlaw.com

Corporate Records Bureau
Division of Corporations
Department of State
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Page 2

Please forward the Certificate of Organization to this office. Thank you for your cooperation in this matter. If you have any questions, please let me know.

Sincerely,



Alfred A. Colby

Enclosures

cc: W. Shane Flemm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PHATCAT INVESTMENTS, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of the limited liability company shall be Phatcat Investments, LLC.

ARTICLE II
Address

The principal office address and mailing address for the limited liability company shall be 631 Gingermill Lane, Lexington, Kentucky 40509.

ARTICLE III
Registered Office and Agent

The street address of the initial registered office of the limited liability company shall be 625 East Twiggs Street, Suite 102, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Alfred A. Colby.

ARTICLE IV
Duration

The limited liability company shall have perpetual existence, commencing on July 18, 2002, at 12:01 a.m.

ARTICLE V
Purpose

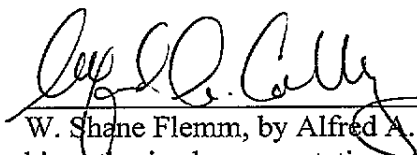
The general purpose of this limited liability company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

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ARTICLE VI
Management

This limited liability company shall be a member-managed company.

The undersigned has executed these Articles of Organization this 17th day of July, 2002.

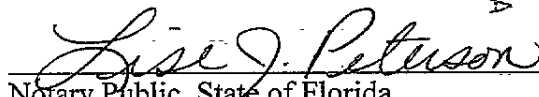

W. Shane Flemm, by Alfred A. Colby,
his authorized representative.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH).

The foregoing instrument was acknowledged before me this 17th day of July, 2002, by Alfred A. Colby, as authorized representative of W. Shane Flemm. He is personally known to me.

02 JUL 18 AM 11:03
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TALLAHASSEE, FLORIDA

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Notary Public, State of Florida

LISE J. PETERSON
Notary's Printed Name

My Commission Expires: _____



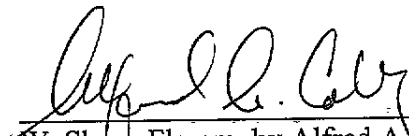
Lise J. Peterson
MY COMMISSION # CC962607 EXPIRES
August 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That Phatcat Investments, LLC, desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 625 East Twiggs Street, Suite 102, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED on this 17th day of July, 2002.

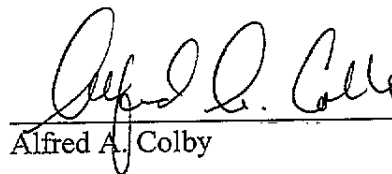


W. Shane Flemm, by Alfred A. Colby,
his authorized representative.

ACCEPTANCE

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED on this 17th day of July, 2002.



Alfred A. Colby

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TALLAHASSEE, FLORIDA